

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

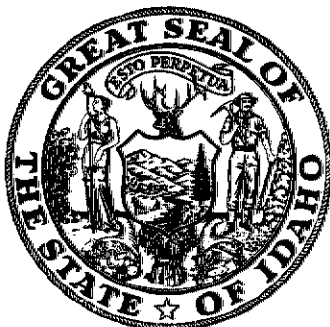
EMIPALS, INC.

File number C 111652

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 9, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ana Seibel*

ARTICLES OF INCORPORATION

AUG 9 9 08 AM '95 OF

SECRETARY STATE
STATE OF IDAHO
EMIPALS, INC.

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of Emipals, Inc. under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is: Emipals, Inc.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes for which this corporation is authorized to perform includes all lawful pursuits including manufacturing & distribution of children's furniture.

ARTICLE IV

POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

COMMON STOCK

This corporation shall have authority to issue 10,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VI

IDAHO SECRETARY OF STATE
8/10/95 10:10 AM
Customer # 000007451
1VC960007451
CORPORATION # 000007451
1 @ 100.00 = 100.00

INDEMNIFICATION

This corporation shall indemnify all officers, directors and agents to the fullest extent permitted by Idaho law.

ARTICLE VII

SHAREHOLDER RIGHTS

The shareholders of Emipals, Inc. shall have preemptive rights to acquire shares of Emipals, Inc.. The shareholders shall have the right to cumulate their shares when electing Directors of this corporation.

ARTICLE VIII

COMMENCING BUSINESS

This corporation shall not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares of Common Stock.

ARTICLE IX

INITIAL OFFICE AND AGENT

The name and address of the initial registered agent of Emipals, Inc. is:

John B. Geddes
1424 Sherman Ave. Ste 200
Coeur d'Alene
Idaho 83814

ARTICLE X

DIRECTORS

The number of Directors shall be not less than one (1). The number of Directors constituting the initial Board of Directors is one (1). Thereafter, the number of Directors shall be determined by the By-laws. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Charles Missler, Jr.	804 Garden Coeur d'Alene, Idaho 83814

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles Missler, Jr.	804 Garden Coeur d'Alene, Idaho 83814

ARTICLE XII

COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 7th day of August, 1995

INCORPORATOR:

Charles Missler, Jr.
Charles Missler, Jr.

STATE OF IDAHO)

COUNTY OF KOOTENAI)

ss.

I, the undersigned being a notary public, do hereby certify that on this 7 day of August, 1995, personally appeared before me Charles Missler, Jr., who, being by me first duly sworn, declared that he is the incorporator of the corporation and that he signed the foregoing document on behalf of the corporation and that the statements therein contained are true.



Colleen M. Evans
NOTARY PUBLIC
My Commission Expires: 3-6-2001

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned hereby acknowledges appointment as registered agent in the above Articles of Incorporation.



John B. Geddes