

State of Idaho

Department of State

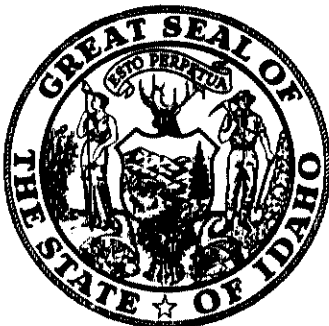
CERTIFICATE OF INCORPORATION OF

WAREHOUSE SALES, INC.

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: December 7, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION

OF

WAREHOUSE SALES, INC.

The undersigned incorporators desiring to form a corporation pursuant to the provisions of the Idaho Corporation Act adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The name of this corporation is Warehouse Sales, Inc.

ARTICLE II

Duration

The duration of this corporation is perpetual.

ARTICLE III

Purpose

The purpose or purposes for which this corporation is organized are:

(a) To engage in any lawful act or activity for which the corporation may be organized under the general corporation law of Idaho.

(b) To engage in retail and wholesale sales.

(c) To do each and every thing necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated or which at any time may appear conducive to or expedient for the protection or benefit of this corporation and to do said acts as fully and

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to the same extent as natural persons might or could do in any part of the world ; as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

ARTICLE IV

Stock

The Corporation shall have the authority to issue fifty thousand (50,000) shares of common stock with a par value of \$1.00 per share, all stock of the corporation shall be of the same class common and shall have the same rights and preferences, fully paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V

Amendment

These Articles of incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI

Shareholder Rights

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation and cumulative voting is

denied.

ARTICLE VII

Initial Office and Agent

The address of the initial registered office of the corporation is ³⁵⁹ ~~218~~ East Main, Lava Hot Springs, Idaho 83246, County of Bannock and the name of the corporation's initial registered agent at such address is John Ron Berger.

ARTICLE VII

Directors

The number of Directors constituting the initial Board of Directors of this corporation is three. The name and address of the persons who are to serve as director until the first annual meeting of stockholders, or until their successors are elected and qualified is:

³⁵⁹ John Ron Berger
~~318~~ East Main
Lava Hot Springs, Idaho 83246

³⁵⁹ Brian Berger
~~318~~ East Main
Lava Hot Springs, Idaho 83246

³⁵⁹ Nancy Berger
~~318~~ East Main
Lava Hot Springs, Idaho 83246

ARTICLE IX

Incorporators

The name and address of each incorporator is:

³⁵⁹ John Ron Berger
~~318~~ East Main
Lava Hot Springs, Idaho 83246

359 Brian Berger
318 East Main
Lava Hot Springs, Idaho 83246

359 Nancy Berger
318 East Main
Lava Hot Springs, Idaho 83246

ARTICLE X

Common Directors - Transactions Between Corporations

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 or officers are financially interested, shall be either void or voidable because of such relation or interest, or because such director or 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 this contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; 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 or Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI

LIMITED LIABILITY

The Directors of the corporation are afforded the maximum liability as provided under that Idaho Business Corporation Act.

DATED this 1st day of December, 1992.

John Ron Berger
John Ron Berger

Brian Berger
Brian Berger

Nancy Berger
Nancy Berger

STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)

I hereby certify that on the 1st day of December, 1992, John Ron Berger, Brian Berger, and Nancy Berger personally appeared before me who, being by me first duly sworn, severally declared that they are the incorporators and that the statements therein contained are true.

DATED this 1st day of December, 1992.

Paula K. Koster
NOTARY PUBLIC

My Commission Expires:

04-06-94

Residing in:

Law Hot Springs, Idaho