

FILED 11/25/2002

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**ARTICLES OF INCORPORATION  
OF  
QUILTING ON A ROLL, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Quilting On A Roll, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 2081 E. Mt. Vista, Coeur d'Alene, Idaho 83815, and the name and address of its initial registered agent is: Wendy G. Lloyd-Davies, 2081 E. Mt. Vista, Coeur d'Alene, Idaho 83815.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be one (1), and the name and addresse of the person who is to serve as Director until the first annual meeting of shareholders or until her successors are elected and qualified is:

C146391

NAME

Wendy G. Lloyd-Davies

ADDRESS

2081 E. Mt. Vista  
Coeur d'Alene, Idaho 83815

SEVENTH: The name and address of the incorporator is:

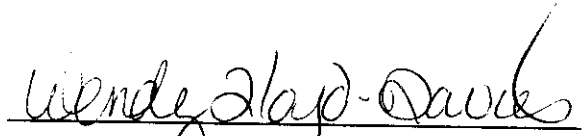
NAME

Wendy G. Lloyd-Davies

ADDRESS

2081 E. Mt. Vista  
Coeur d'Alene, Idaho 83815

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 21<sup>st</sup> day  
of November, 2002.

  
Wendy G. Lloyd-Davies, Incorporator