

State of Idaho

Department of State

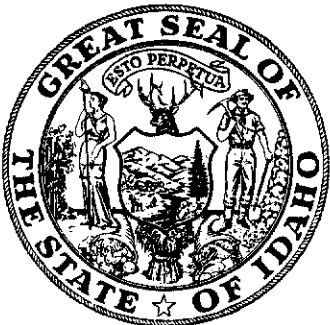
CERTIFICATE OF INCORPORATION
OF

THE BED PLACE, IDAHO FALLS INC.
File number C 114978

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: May 15, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

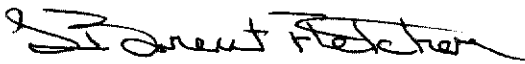
By *Anna Sibel*

ARTICLES OF INCORPORATION
THE BED PLACE, IDAHO FALLS INC.
UNDER THE IDAHO BUSINESS CORPORATION ACT

MAY 15 6 33 AM '96
SECRETARY OF STATE
STATE OF IDAHO

It is hereby certified that:

1. The name of the proposed corporation is THE BED PLACE, IDAHO FALLS INC.
2. The period of duration of the corporation shall be perpetual.
3. The purpose for which this corporation is formed, are as follows, to wit:
To carry on the business of retail sales and to do all things necessary and related thereto; and to transact any or all lawful business for which corporations may be incorporated under the IDAHO BUSINESS CORPORATION ACT.
4. The aggregate number of shares which the corporation shall have the authority to issue is THEN THOUSAND (10000) common shares without par value.
5. The shareholders shall not have preemptive rights to acquire unissued or treasury shares or securities convertible into such shares.
6. Shares of the corporation may not be sold or transferred by the corporation to any person without the unanimous consent of the board of directors of the corporation.
7. The address of the initial registered office of the corporation is THE BED PLACE, IDAHO FALLS INC. 540 SECOND STREET, IDAHO FALLS, IDAHO 83401; and the name of the registered agent is L. BRENT FLETCHER.
8. The initial board of directors of the corporation shall consist of TWO (2) members, who shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify; the names and addresses of the persons serving as initial directors are the same as the incorporators listed in Article (9).
The undersigned are the incorporators of the corporation with the addresses listed by their names:



L. BRENT FLETCHER 660 KIMBERLY WAY
IDAHO FALLS, IDAHO 83401



RETA W. FLETCHER 660 KIMBERLY WAY
IDAHO FALLS, IDAHO 83401

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1 @ 100.00 = 100.00

CK #: 150 CUST# 67588

CORP

IDAHO SECRETARY OF STATE
DATE 05/15/1996 0900 62738

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