



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

was filed in the office of the Secretary of State on the _____ day
of _____ A.D., One Thousand Nine Hundred _____ and
duly recorded on Film No. _____ of Record of Domestic Corporations, of the State of
Idaho, and that the said articles contain the statement of facts required by Section 30-103,
Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates
and successors are hereby constituted a corporation, by the name hereinbefore stated, for
_____ from the date hereof, with its registered office in this State located at
_____ in the County of _____

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this _____ day of _____,
A.D., 19 _____.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

NEW LIFE INTERIORS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all being citizens of the United States of America and being of legal age, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho and for that purpose we do hereby certify as follows:

ARTICLE I.

That the name of this corporation shall be: NEW LIFE INTERIORS, INC.

ARTICLE II.

That the term of the existence of this corporation shall be perpetual.

ARTICLE III.

That the registered office of this corporation and the principal place for transaction of its business is hereby designated as Boise, Idaho. 106 W. 3RD Street

ARTICLE IV.

The objects and purposes for which this corporation is formed are, as principal, agent or otherwise, to do in the State of Idaho and any other State, territory or country, any and every of the things herein set forth to the same extent as natural persons might or could do, and this corporation shall have the authority to perform such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, it is hereby expressly provided that this corporation shall have the following powers:

A. To conduct the business of decorating buildings and structures, both interior and exterior, painting, varnishing, filling, rubbing, trimming, removing paint or varnish, preparing surfaces for paint or varnish, oiling, waxing, calcimining, white-washing, morescoing, mural decorating, paper hanging, and every other form of decorating. To buy, sell, and generally deal in all the materials used in decorating.

B. To conduct the business of designing patterns for cloth of all kinds, carpet, and wall paper and to do other decorative designing. To execute designs prepared by it, to employ competent and skilled designers, and generally to do all things ordinarily done by designers.

C. To design, assemble, upholster, repair, and re-finish furniture; to manufacture, sell, export, import, or otherwise deal in furniture, furnishings, fixtures, fittings, equipment, devices, and articles of all kinds and description for use in or on public or private buildings or structures, whether used as offices, residences, factories, libraries, banks, hospitals, or otherwise, made of metal, wood, stone, plastics, or other materials or combinations of materials, filing, indexing, and other office equipment and systems, office stationery, and supplies and building materials and equipment of every nature and description.

D. To carry on the business of upholstering all kinds of furniture, seats, carriages, automobiles, and any other thing in any and every material that may be used therefor; to cane chairs and other furniture; to repair, overhaul and reconstruct furniture of all kinds; to buy, sell, and generally deal in silk, tapestry, leather, imitation leather, and other materials used in upholstering.

E. To lease, let, buy, sell, control, mortgage, pledge, hypothecate, own, acquire, conduct, operate and carry on the construction and leasing of buildings, for retail operation or otherwise, or any other business of every kind or character whatsoever, at retail, wholesale, service or otherwise.

F. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation.

G. To purchase, own, sell, lease, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal and real property of every kind and character, debts, dues and demands, or choses in action, and each and every kind of personal property, evidences of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise, including the purchase and sale of its own common stock which has heretofore been issued to a stockholder.

H. To borrow and lend money from and to any person, firm, association, and to make, take and execute notes, mortgages, bonds, deeds of trust, debenture bonds or other evidences of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation or otherwise.

I. To own, hold, lease or sublet, or to conduct on its own account or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit necessary or proper to carry on an account of the business of said corporation.

J. To build, repair, reconstruct, locate, relocate any and all necessary buildings of any kind or character and at any place proper or convenient to carry on any or all of the business of said corporation.

K. To also have, in addition to said foregoing powers, all authority, powers and rights granted by the laws of the State of Idaho and any amendment thereof.

L. To enter into any sort of partnership with any persons, corporate or otherwise and to guarantee the contract, debt, obligation or liability of any person, corporate or otherwise.

M. To make any gifts of any property whatsoever, including without limitation thereto its own shares.

N. From time to time to provide and carry out and to recall, abolish, revise, amend, alter, or change a plan or plans for the participation by all or any of the employees, including directors and officers of this Corporation or of any corporation in which or in the welfare of which the Corporation has any interest, and those actively engaged in the conduct of this Corporation's business, in the profits of this Corporation or of any branch or division thereof, as part of this Corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this Corporation's expense, of medical services, insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

O. To do and perform every act and thing necessary to carry out the above enumerated purpose, or which may be calculated, directly or indirectly, to advance the interests of the company, or to enhance the value of its stock, holdings and property of every kind and character.

ARTICLE V.

The number of directors of this corporation shall be three, unless less than three as may be permitted by law, provided, however, subject to the requirements of law, the number of directors can be changed by a majority vote of the shareholders at any annual meeting thereof.

ARTICLE VI.

The total number of shares of stock which the corporation shall have the authority to issue shall be 25,000 shares of common stock of the par value of One Dollar (\$1.00) per share, one vote per share, the only capitalization of this corporation, for a total capitalization of \$25,000.00. Each share of common stock shall have the same rights, privileges and voting powers and the same shall be fully paid and non-assessable. Said shares shall not have pre-emptive rights.

In all elections for directors of this corporation, every shareholder shall have the right to vote in person or in proxy for the number of shares of stock owned by him for as many persons as are directors to be elected or to cumulate his said shares and give any one candidate as many votes as the number of directors multiplied by the number of his shares

of stock shall equal, or to distribute them on the same principal among as many candidates as he shall think fit, and such directors shall not be elected in any other manner.

ARTICLE VII.

The amount of common stock actually subscribed is Four (4) shares by the incorporators whose names, post office addresses and amounts subscribed are herein set forth:

NAME	ADDRESS	NO. OF SHARES
Larry D. Knapp	505 Emerald St., Boise, ID. 83704	1
Ronald S. Hall	505 Emerald St. Boise, ID. 83704	1
Ralph W. Bass	108 W. 33rd Street Boise, ID. 83704	1
Teddy W. Kelley	108 W. 33rd Street Boise, ID. 83704	1

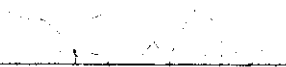
ARTICLE VIII.

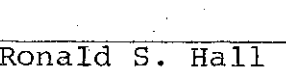
The private property of the shareholders of the corporation shall not be subject to any payment of corporate debts to any extent whatever, except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him as provided in Section 30-124, Idaho Code, Annotated, and as such may be amended.

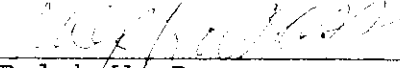
ARTICLE IX.


The corporation reserves the right to amend, endorse or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, by a majority vote of the shareholders represented in person or by proxy at any annual meeting of the shareholders or at any special meeting duly called for that purpose, excepting only where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 21st day of December, 1976.


Larry D. Knapp


Ronald S. Hall


Ralph W. Bass


Teddy W. Kelley

STATE OF IDAHO)

) SS.

County of Ada)

On this 21 day of December, 1976, before me, the undersigned, a Notary Public in and for said State, personally appeared LARRY D. KNAPP, RONALD S. HALL, RALPH W. BASS, and TEDDY W. KELLEY, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day, month and year first above written.'

Diana Manna
Notary Public for Idaho
Residing at Boise, Idaho