

FILED

ARTICLES OF INCORPORATION  
OF

98 SEP 29 AM 10:26

SECRETARY OF STATE  
STATE OF IDAHO

MATTIE'S COFFEE COTTAGE COLLECTABLES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed natural persons of lawful age and citizens of the United  
States, for the purpose of forming a corporation pursuant to the  
provisions of the Idaho Business Corporation Act (Title 30, Idaho Code)  
do hereby certify as follows:

FIRST

The name of the corporation is

Mattie's Coffee Cottage Collectables, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized  
include the transaction of any or all lawful business for which  
corporations may be incorporated under the Idaho Business Corporation  
Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have  
authority to issue is: Fifty Thousand (50,000) Such shares are to  
consist of one class only. The par value of each of such shares  
shall be \$.01, which stocks shall not be issued  
until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

09/29/1998 09:00  
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

P. O. Box 85

Spirit Lake, ID 83869

The name of the corporation's initial registered agent at such address is: Roxanna Michalski

EIGHTH

The number of directors constituting the initial Board of Directors is: Two (2)

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Kelly M. Pineda

ADDRESS 11403 E. 24th Ave., Spokane, WA 99206

NAME Judith E. Gray

ADDRESS 6207 N. Chase Rd., Newman Lake, WA 99025

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NINTH

The names and addresses of all incorporators are:

NAME Kelly M. Pineda

ADDRESS 11403 E. 24th Ave., Spokane, WA 99206

NAME Judith E. Gray

ADDRESS 6207 N. Chase Rd., Newman Lake, WA 99025

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)  
and seal(s) this 25th day of September, 1998.

Kelly M. Pineda  
Incorporator

Judith E. Gray  
Incorporator

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

STATE OF IDAHO

County of Kootenai

)  
) ss.  
)

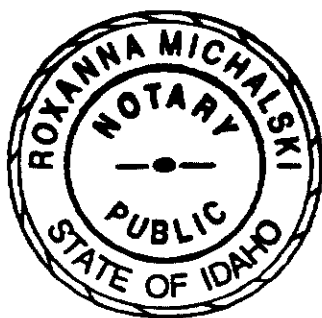
On this 25th day of September, 1998,  
before me, the undersigned, a Notary Public in and for said state,  
personally appeared

Kelly M. Pineda

Judith E. Gray

known to me to be the person(s) whose name(s) is/are subscribed  
to the within and foregoing instrument, and acknowledged to me  
that (t)he(y) executed the same, and that (t)he(y) was/were (a)  
person(s) of lawful age and citizen(s) of the United States of  
America.

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



Roxanna Michalski  
Notary Public for the State of Idaho

Residing at: Spirit Lake, ID

My commission expires: 7/11/02