



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TUMBLEWEED FABRIC AND DESIGNS INCORPORATED

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 1, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
TUMBLEWEED FABRIC AND DESIGNS
Incorporated

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SEC. OF STATE

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The undersigned, acting as sole incorporator of a domestic corporation under and subject to the provisions of the Idaho Business Corporation Act, adopts the following articles of incorporation for the corporation ("these articles"):

First Article

The name of the corporation is

TUMBLEWEED FABRIC AND DESIGNS Incorporated.

Second Article

The period of the corporation's duration is perpetual.

Third Article

The purpose or purposes for which the corporation is organized are the ownership and operation of a fabric and design sales and service facility and any other lawful purpose or purposes.

Fourth Article

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock in a single class and having no par value.

Fifth Article

No provisions of these articles deny any preemptive rights with respect to any shares authorized by these articles.

ARTICLES/1

Sixth Article

The address of the initial registered office of the corporation is

Suite 3
260 Northwood Way
Post Office Box 777
Ketchum, Idaho 83340

and the name of the corporation's initial registered agent at such address is Anne M. Winton.

Seventh Article

The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until such person's successor is elected and shall qualify is:

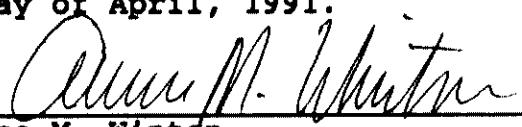
<u>Name</u>	<u>Address</u>
Anne M. Winton	Post Office Box 777, Ketchum, Idaho 83340

Eighth Article

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Anne M. Winton	Post Office Box 777, Ketchum, Idaho 83340

DATED this thirtieth day of April, 1991.


Anne M. Winton
Sole Incorporator