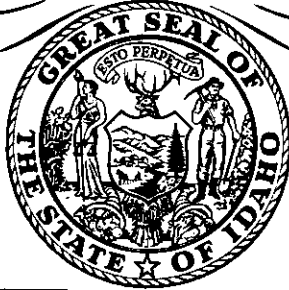


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

BARCLAY & BROWN, INC.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Twenty-second** day of **January,** 19 **62**, a properly authenticated copy of its articles of incorporation, and on the **Twenty-second** day of **January,** 19 **62**, a designation of **Charles R. Hill** in the County of **Bonneville** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **22nd** day of **January**, A.D. 19 **62**.

Secretary of State.

United States of America
~~State of Washington~~

DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

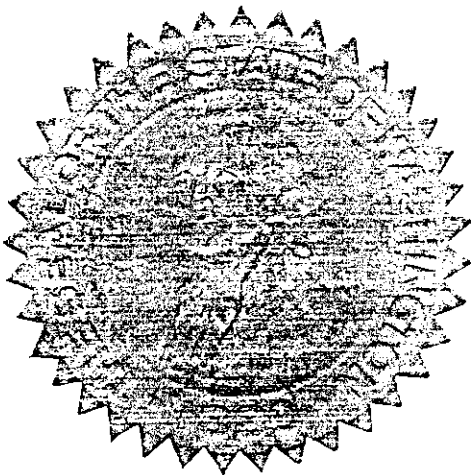
I,

Victor A. Meyers

Secretary of State of the

State of Washington and custodian of the Seal of said State, do hereby

certify that the attached is a true and correct copy of the Articles of Incorporation of BARCLAY & BROWN, INC., which have been duly filed and recorded in my office in accordance with law; I further certify that no amendments have been filed to the original Articles of Incorporation and that BARCLAY & BROWN, INC. has not been dissolved and is in good standing as a subsisting corporation in the State of Washington with all of its license fees paid to July 1, 1962; and I further certify that I am the officer having the legal custody of the official record of the original Articles of Incorporation of the above named corporation.



In Testimony Whereof, I have hereunto set my hand and affixed hereto the Seal of the State of Washington. Done at the Capitol, at Olympia,
this 17th *day of* January *A.D. 19* 62

Victor A. Meyers

Secretary of State

By Wesley C. Dunker
Assistant Secretary of State

ARTICLES OF INCORPORATION
OF
BARCLAY C. BROWN, INC.

APPROVED
AND FILED
MAR 22 1934
EARL COE
Notary Public
Spokane, Washington

BEFORE ALL OF THEM IN SEVERAL:

That we, Ida J. Brown, Donald E. Brown, and Walter R. Anderson, all being citizens of the United States of America and residents of the State of Washington and being desirous of forming a corporation pursuant to and in conformity with the laws of the State of Washington, have this 16th day of March, 1934, associated ourselves for that purpose, and to that end we do hereby make, subscribe and acknowledge in triplicate the following Articles of Incorporation and certify as follows:

I.

The name of this corporation shall be and is BARCLAY C. BROWN, INC.

II.

The principal place of business of this corporation shall be and is West 1115 Third Avenue, Spokane, Spokane County, Washington.

III.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Washington, it is expressly provided that the purposes for which the corporation is to be formed are to do any and all of the things hereinafter set forth to the same extent as natural persons might or could do in any part of the United States of America, or any of its territories, not expressly prohibited by law, namely:

1. To purchase, store, sell, deal in, and manufacture home furnishings, furniture, fixtures, appliances of all kinds and types,

and all articles or materials necessary or desirable in connection therewith, including the operation of furniture stores.

2. To maintain and operate storage, trucking, and repair and cleaning facilities and equipment necessary or desirable in the buying and selling of home furnishings, furniture, and kindred items of all types and kinds.

3. To acquire by lease, purchase, gift, contract, or otherwise and to hold, own, improve, operate, lease control, manage, or otherwise, and to mortgage, rent, sell, exchange, convey, or otherwise dispose of real estate and improvements of all kinds thereon wherever situated within the United States of America or in other territories thereof. That the powers above are granted as to real estate shall also apply to patents, franchises, easements, and property of every kind and nature.

4. To manufacture, purchase, or otherwise acquire, hold or sell, assign, transfer, lease, exchange, invest in, mortgage, pledge or otherwise encumber or dispose of and generally deal and trade in goods, wares, and merchandise and property of every kind and nature.

5. To acquire and to make payment therefor in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, the good-will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation on the whole or any part of the business so acquired.

6. To hold, own, buy, sell, transfer, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by, any other corporation, and while the owner of said stock to exercise all of the rights, powers,

and privileges of ownership, including the right to vote thereon at stockholders' meetings, except as otherwise prohibited by law.

7. To borrow money, to issue notes or other evidence of indebtedness, bonds, debentures, or other negotiable or transferable instruments and to secure the same by mortgage or deed of trust or pledge of any real or personal property belonging to the corporation.

8. To conduct its place of business in any other of the states or territories of the United States of America and to have one or more offices therein; and to hold meetings of the stockholders and directors of this corporation anywhere in the United States of America; to do all and anything necessary, suitable or proper in the accomplishment of any of the purposes or objects herein enumerated or incidental to the powers herein named.

IV.

The period of existence of this corporation shall be fifty (50) years.

V.

The capital stock of this corporation shall be \$100,000.00, divided into 1,000 shares of common stock of \$100.00 par value per share.

VI.

The amount of paid-in capital with which the corporation will begin business will be \$75,000.00, which paid-in capital shall consist of the transfer to this corporation of money or tangible personal property of the value of not less than \$75,000.00, turned in to the said corporation by Ida J. Brown, Donald K. Brown, and Walter R. Anderson, in amount proportionate to the number of shares issued to them, said property and money now being the property of Ida J. Brown, Donald K. Brown, and Walter R. Anderson, individually, and on turning over said property and money to it, the corporation shall issue to the

subscribers to its capital stock 750 shares of its common stock, fully paid, and non-assessable.

VII.

The number of trustees who shall govern this corporation shall be not less than three, and the trustees need not be stockholders, and the number of trustees may be increased by resolution duly adopted by the board of directors not to exceed five in number. At the time of the commencement of business the board of trustees shall consist of the following named persons:

Ida J. Brown - 1115 W. 3rd. Spokane, Washington

Donald K. Brown - 1115 W. 3rd. Spokane, Washington

Walter R. Anderson - 226 Cliff Drive, Spokane, Washington

The above named trustees shall serve until the annual meeting of the stockholders which shall be held on the third Monday in February of each year at 2:00 o'clock p.m. at the office of the company, and until their successors shall have been duly elected and qualified.

VIII.

The names and post office addresses and the number of shares subscribed by each of the incorporators of this company are as follows:

Ida J. Brown, 1115 W. 3rd, Spokane, Washington 250 shares

Donald K. Brown, 1115 W. 3rd, Spokane, Washington 495 shares

Walter R. Anderson, 226 Cliff Drive, Spokane, Wash. 5 shares

IN TESTIMONY WHEREOF we have set our hands hereto in triplicate at Spokane, Washington this 10th day of March, 1940.

Ida J. Brown

Donald K. Brown

Walter R. Anderson

STATE OF WASHINGTON)

33.

County of Spokane)

Personally appeared before me Ida J. Brown, Donald H. Brown,

of March, 1940.

Ida J Benson

Donald K. Brown

Walter B. Johnson

Fredrick A. Ficklen
Notary Public for the State of
Washington, residing at Spokane.

Notary Public for the State of
Washington, residing at Spokane.