



Department of State.

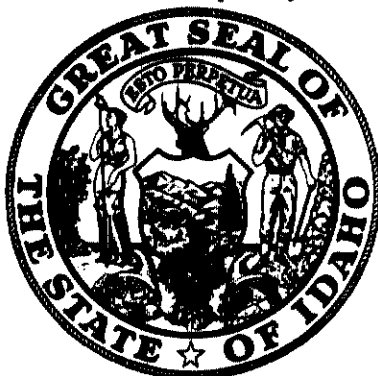
**CERTIFICATE OF INCORPORATION
OF**

HILL END FABRICS OF BURLEY, INC.

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: January 26, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]* _____

ARTICLES OF INCORPORATION
OF
MILL END FABRICS OF BURLEY, INC.
JAN 24 1 00 PM '90
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being a natural person of the age of twenty-one years or more, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation is MILL END FABRICS OF BURLEY, INC.

ARTICLE II

Duration

The existence of the corporation shall be perpetual unless dissolved according to law.

ARTICLE III

Purpose

The general nature of the business to be transacted by the corporation and the purposes for which the corporation is organized are as follows:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) To establish, organize, coordinate, direct, manage, or otherwise control corporations, partnerships, and other lawful businesses or business entities permitted under the laws of the State of Idaho. The Corporation may provide counseling services for such business or individuals, but it will not act as an investment advisor.

(c) To acquire by purchase, assignment, grant, license, or otherwise, to apply for, secure, lease, or in any manner obtain to develop, hold, own, use, exploit, operate, enjoy, and introduce rights of all kinds in respect thereof, or otherwise dispose of to secure to it the payment of agreed royalties or other consideration, and generally to deal in and with and turn to account for any or all purposes, either for itself or as nominee or agent for others:

(1) Any and all inventions, devices, processes, discoveries, and formulas, and improvements and modifications thereof and rights and interests therein;

(2) Any and all letters patent or applications for letters patent of the United States of America or any other country, state, or locality or authority and any and all rights, interests, and privileges connected therewith or incidental or appertaining thereto;

(3) Any and all copyrights granted by the United States or any other country, state, locality, or authority, and any and all rights, interests, and privileges connected therewith or appertaining thereto; and

(4) Any and all trademarks, trade names, trade symbols, labels, designs, and other indicants of origin and ownership granted by or recognized under the laws of the United States of America or any other country, state, or locality, or authority connected therewith or incidental or appertaining thereto.

(d) To acquire by purchase, subscription, or otherwise, and to receive, hold, own, guarantee, sell, assign, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action, and evidences of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality, or other political subdivision, or by any governmental agency, and as owner thereof to possess and exercise all the rights, power, and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all things and acts necessary or advisable for the preservation, protection, improvements and enhancement in value thereof.

(e) To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets, and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, or corporation.

(f) To borrow or raise monies for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute, and issue promissory notes,

drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and any of the interest thereon by mortgage upon or pledge, conveyance, or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such bonds or other obligations of the corporation for its corporation purposes.

(g) To loan to any person, firm, or corporation any of its surplus funds, either with or without security.

(h) To purchase, hold, sell, and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

(i) To have one or more offices to carry on all of or any of its operations and business, and without restriction or limit as to amount; to purchase, or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, or territories of the United States, in any and all foreign countries, subject to the laws of such states, districts, territories, or countries.

(j) To enter into joint ventures and partnerships with individuals, associations, and/or other corporations.

(k) In general, to do any and all things that are incidental and conducive to the attainment of any above object and purpose to the same extent as natural persons might or could do which now or hereafter may be authorized by the laws of the United States and the Stat of Idaho, as the Board of Directors may deem to the advantage of the corporation.

ARTICLE IV

Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 2,500 shares of common voting stock, at no par value per share. All stock of the corporation shall be of the same class and have the same rights and preferences. There shall be no pre-emptive rights.

ARTICLE V

Minimum Paid in Capital

The corporation shall not commence business until consideration of the value of at least ONE THOUSAND DOLLARS (\$1,000.00) has been received by it for the issuance of such shares.

ARTICLE VI

Registered Office and Agent

The address of this corporation's initial registered office and the name of its original registered agent at such address is:

Kraig B. Felt, Sr.

2027 Occidental
Burley, Idaho 83318

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of directors of the corporation is four (4), and the names and addresses of persons who are to serve as directors until the annual meeting of shareholders or until their successors are elected and qualified are :

KRAIG B. FELT, SR.	2027 Occidental Burley, Idaho 83318
KENNETH BOGART	1745 Kuenzli Reno, Nevada 89502
MARILYN FELT	2027 Occidental Burley, Idaho 83318
LUCILLE BOGART	1745 Kuenzli Reno, Nevada 89502

ARTICLE VIII

Officers

Officers of this corporation shall include a president, one or more vice presidents, a secretary and a treasurer, or a secretary/treasurer. The president, vice president or vice presidents, the secretary, and the treasurer or secretary/treasurer shall be elected by the board of directors and may, but need not be, elected from the members of the board.

ARTICLE IX

Any person made a party to or involved in any civil, criminal, or administrative, suit, or proceeding by reason of the fact that he or his testator or intestate is or was a director, officer, or employee of the corporation, or of any corporation which he, the testator, or intestate serves as such at the request

of the corporation shall be indemnified by the corporation against expenses reasonable incurred by him or imposed on him in connection with or resulting from the defense of such action, suit, or proceeding and in connection with or resulting from any appeal therein, except with respect to the matters as to which it is adjudged in such action, suit, or proceeding that such officer, director, or employee was liable to the corporation, or to such other corporation, for negligence or misconduct in the performance of his duty. As used herein the term "expense" shall include all obligations incurred by such person for the payment of money including, without limitation, attorney's fees, judgments, awards, fines, penalties, and amounts paid in satisfaction of judgment or in settlement of any such action, suit, or proceeding except amounts paid to the corporation or such other corporation by him. A judgment or conviction, whether based on plea of guilty or nolo contendere or its equivalent or after trial, shall not of itself be deemed an adjudication that such director, officer, or employee is liable to the corporation, or such other corporation, for negligence or misconduct in the performance of his duties. Determination of the right of such indemnification and the amount thereof may be made at the option of the person to be indemnified pursuant to procedure set forth from time to time in the bylaws or by any of the following procedures:

(a) Order of the court or administrative body or agency having jurisdiction of the action, suit, or proceeding;

(b) Resolution adopted by a majority of the quorum of Board of Directors of the Corporation without counting in such majority of the quorum any directors who have incurred expenses in connection with such action, suit or proceeding;

(c) If there is no quorum of Directors who have not incurred expenses in connection with such action, suit, or proceeding, then by resolution adopted by a majority of the committee of Shareholders and Directors by the Board of Directors;

(d) Resolution adopted by majority of the quorum of the Directors entitled to vote at any meeting; or

(e) Order of any court having jurisdiction over the Corporation.

Any such determination that a payment by way of indemnity should be made will be binding upon the Corporation; such right or indemnification shall not be exclusive of any other right which such directors, officers, and employees of the Corporation and the other persons above-mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights under this Article. The provisions of the Article shall apply to any member of any committee appointed by the Board of Directors as fully as though such persons had been a director, officer, or employee of the Corporation.

ARTICLE XI

Incorporators

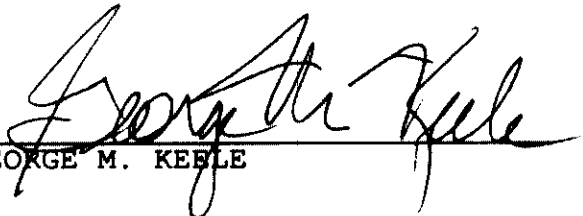
The name and address of each of the incorporator are as follows:

GEORGE M. KEELE

P.O. Box 1327
Gardnerville, Nevada 89410
(1692 County Road
Minden, Nevada 89423)

IN WITNESS WHEREOF, I, the undersigned original incorporator hereinabove named, have hereunto set my hand this 2nd day of

January, 1990.




GEORGE M. KEELE

STATE OF NEVADA)
 : SS.
COUNTY OF DOUGLAS)

On this 2nd day of January, 1990, personally appeared before me GEORGE M. KEELE, who being first duly sworn, declared to me that he is the person who signed the foregoing instrument and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of January, 1990.



Notary Public



CORPORATE CONSENT TO USE OF NAME

I, DANNY WYNN, president of Mill End Fabrics of Northern Idaho, Inc., and having been authorized to do so by the board of directors of Mill End Fabrics of Northern Idaho, Inc., do hereby consent to the use of the name of Mill End Fabrics of Burley, Inc. by incorporator George M. Keele, Esq. and by the stockholders and directors and officers of Mill End Fabrics of Burley, Inc. for the period of the corporate existence of Mill End Fabrics of Burley, Inc.

Dated this 24 day of January, 1990.

MILL END FABRICS OF NORTHERN IDAHO, INC.

By: Danny Wynn
DANNY WYNN, President

ACKNOWLEDGEMENT

STATE OF IDAHO)
COUNTY OF Ada : SS.

On January 14th, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared DANNY WYNN, known to me to be the president of the corporation that executed the within instrument, known to me to be the person who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Eileen R. [Signature]
Notary Public
Commission Expires
11-5-94