

CERTIFICATE OF INCORPORATION  
OF

*NATURE'S LOFT, LTD.*

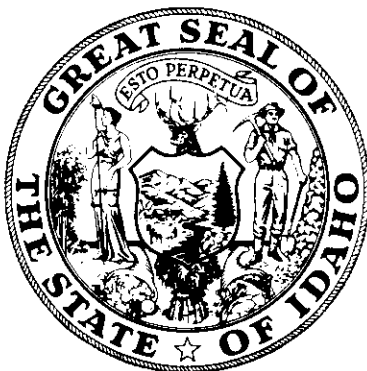
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

*NATURE'S LOFT, LTD.*

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: *March 30, 1984*



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION  
SECRETARY OF  
STATE

Nature's Loft, Ltd.

404 So. 8th St. Suite #104  
Boise, Idaho 83702  
(208) 343-5939

I. Corporate Name

"Nature's Loft, Ltd." shall be the name of the corporation.

II. Period of Duration

The period of duration is perpetual.

III. Purpose of the Corporation

The purpose of the corporation is to conduct profitable retail trade, principally in gift and home decor merchandise.

IV. Aggregate Stock Shares to be Issued

The corporation shall issue only one thousand (1,000) shares of common stock, without par value, to the following persons:

Thomas M. O'Connell, 800 shares  
Linda L. O'Connell, 200 shares

V. Restriction of the Transfer of Shares

The transfer of each share of stock shall be restricted as follows:

- A. No minority shareholder may transfer any shares without offering both the Corporation and any majority shareholder first right of refusal to purchase said shares for the lesser of the book value represented by said shares, a negotiated price, or an amount equal to any offer for said shares.
- B. In addition, the Corporation must consent to and approve any transfer of stock representing less than a majority interest, and approve the proposed transferee of the shares.

- VI. Board of Directors Eligibility Requirements and Voting Powers  
Members of the board of directors must be owners of twenty percent (20%) or more of the outstanding shares of stock. Each director shall have a number of votes on the board equal to the number of shares he owns.
- VII. Board of Directors Members  
The initial board of directors shall be:  
A. Thomas M. O'Connell, with 300 shares and votes.  
B. Linda L. O'Connell, with 200 shares and votes.  
Both directors, husband and wife, reside at 11606 Florida Dr., Boise, Idaho 83709.
- VIII. Quorum  
A quorum of the directors shall be a majority of the voting shares of the board, and not necessarily a majority of the persons on the board.
- IX. Dividends  
The board of directors is empowered to declare dividends to the shareholders.
- X. Officers  
The initial officers will be:  
Thomas M. O'Connell, holding the offices of President and Treasurer; and Linda L. O'Connell, holding the offices of Vice President and Secretary.
- XI. Bylaws  
The bylaws shall be identical to these Articles of Incorporation until such time as the board of directors changes them.
- XII. Fiscal Year  
The corporation will operate on a fiscal year beginning February 1 and ending January 31.

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XIII. Registered Agent and Office

The registered agent and office will be Thomas M. O'Connell,  
404 So. 8th. St. Suite #184, Boise, Idaho 83702.

IXV. Incorporators

The incorporators are Thomas M. O'Connell and Linda L. O'Connell,  
of 11600 Florida Dr., Boise, Idaho 83709.

*Thomas M O'Connell May 30, 1984*

Thomas M. O'Connell

*Linda L O'Connell May 30, 1984*

Linda L. O'Connell