

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
OF**

THE QUILTED DAISY, INC.

THE UNDERSIGNED, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of this corporation shall be:

THE QUILTED DAISY, INC.

ARTICLE II -- DURATION

This corporation shall have perpetual existence.

ARTICLE III -- CORPORATE PURPOSE

The purpose for which the corporation is organized is to engage in any lawful business or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV -- SHARES

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

IDAHO SECRETARY OF STATE

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ARTICLE V -- SHAREHOLDER RIGHTS

Shareholders shall have preemptive rights to acquire additional shares of the corporation. Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation's affairs. At each election of directors of the corporation, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders shall have cumulative voting rights with respect to elections or directors of the corporation.

ARTICLE VI -- REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the location of the initial registered office of the corporation is: CELESTE FREIBERG, 2730 Homestead Lane, Idaho Falls, Idaho 83404.

ARTICLE VII -- DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two(2); provided that in no event shall this provision be deemed to limit or otherwise set the number of directors to be provided for in the By-Laws. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and qualify are: CELESTE FREIBERG, 2730 Homestead Lane, Idaho Falls, Idaho 83404; and JEFFREY J. FREIBERG, 2730 Homestead Lane, Idaho Falls, Idaho 83404.

ARTICLE VIII -- INCORPORATOR

The name and address of the incorporator of the corporation is as follows: CELESTE FREIBERG, 2730 Homestead Lane, Idaho Falls, Idaho 83404.

ARTICLE IX -- AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE X -- BYLAWS

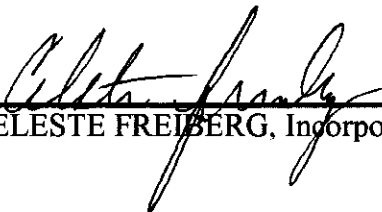
The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record

of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

ARTICLE XI -- INDEMNIFICATION; LIMITATION OF LIABILITY

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment). No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Idaho code Section 30-1-833; or (iv) an intentional violation of criminal law.

DATED this 16 day of March, 2000.



CELESTE FREIBERG, Incorporator

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