



CERTIFICATE OF INCORPORATION
OF

AMERICAN FOAM AND FABRIC, INC.

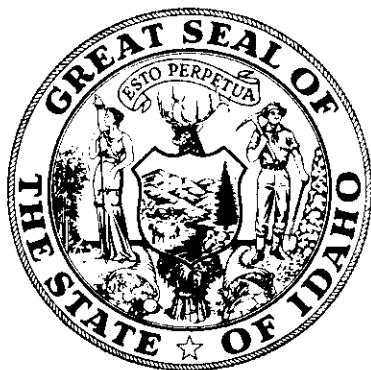
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

AMERICAN FOAM AND FABRIC, INC.

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: *June 20, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JUN 20 1 44 PM '83
SECRETARY OF STATE

ARTICLES OF INCORPORATION
AMERICAN FOAM AND FABRIC, INC.

We, the undersigned, being three natural persons of full age, all of whom are United States citizens, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the law of the State of Idaho, and to that end hereby adopt articles of incorporation as follows:

ARTICLE ONE

The name of the corporation is American Foam and Fabric, Inc.

ARTICLE TWO

The purpose of the corporation is to engage in any lawful business.

ARTICLE THREE

The duration of the corporation is perpetual.

ARTICLE FOUR

The location and post office address of the registered office of the corporation in the State of Idaho is 1447 Main Street, Lewiston, Idaho County of Nez Perce. Zip Code 83501. Ronald Morgan is the registered agent at this address.

ARTICLE FIVE

The total authorized member of par value shares is one thousand. The par value of each of the shares is one cent (\$0.01). There

are no authorized shares without par value. The stock of the corporation consists of one class of common stock. Each share of stock has one vote. The shares of common stock are subject to the following restriction:

Before any sale of stock of the corporation to one other than the corporation, the stock shall first be offered to the corporation, at a price agreed upon by the selling shareholder and the corporation. If the shareholders are unable to agree upon a price they will choose a mutually acceptable arbitrator. The arbitrator will determine the amounts to be paid for the stock. The decision of the arbitrator will be binding upon both parties. If the corporation declines to purchase the stock within six (6) months from the time the offer of sale is made or the price is set by the parties or the arbitrator, whichever occurs later, the shareholders shall be free to dispose of his stock however he wishes to whomsoever he wishes.

ARTICLE SIX

Any new issuance of stock must be approved by a unanimous vote of the shareholders.

ARTICLE SEVEN

Any purchase of stock must be approved by a unanimous vote of the shareholders.

ARTICLE EIGHT

The initial board of directors will consist of three members who will serve until the first annual meeting of the shareholders.

These members are:

Ronald E. Morgan	2525 8th Street Lewiston, Idaho 83501
Walter E. Morgan	Rt. 1, Box 54E Pomeroy, Wn. 99347
Lorraine F. Morgan	Rt. 1, Box 54 E Pomeroy, Wn. 99347

The board of directors and the shareholders shall each meet annually. Written notice of the annual meetings shall be delivered by registered mail at least thirty (30) days prior to any meeting. Notice of any special meeting shall be delivered by registered mail at least ten days prior to the meeting.

ARTICLE NINE

The board of directors shall consist of three members. Each member will be elected annually at the annual shareholders meeting. Each board member will serve a one year term of office. No director may be removed unless at least eighty-five (85%) percent of the shareholders vote in favor of his removal.

ARTICLE TEN

The following actions will require unanimous approval of the shareholders of the corporation:

1. Any merger or consolidation of the corporation.
2. Dissolution or voluntary bankruptcy of the corporation.
3. Any amendment of the Articles of Incorporation.
4. The hiring or dismissal of a president of the corporation.

ARTICLE ELEVEN

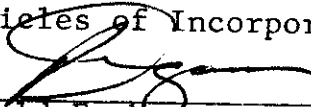
The names and post office addresses of the Incorporators are

Ronald E. Morgan	2525 8th Street
	Lewiston, Idaho 83501
Walter E. Morgan	Rt. 1, Box 54 E
	Pomeroy, Wn. 99347
Daniel M. Morgan	Rt. 1, Box 54 E
	Pomeroy, Wn. 99347

ARTICLE TWELVE

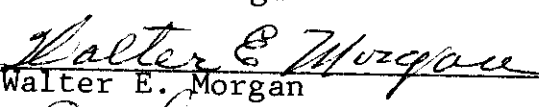
The corporation shall have a seal an imprint of which is in the right hand margin of this page.

We, the above named incorporators, hereby sign our names to these Articles of Incorporation.



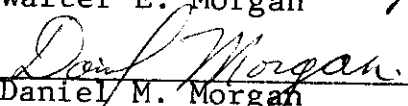
Ronald E. Morgan

6-17-83
Date Signed



Walter E. Morgan

6-17-83
Date Signed




Daniel M. Morgan

6-17-83
Date Signed

STATE OF IDAHO)
 : ss.
Nez Perce County)

On this 17th day of June, 1983, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Ronald E. Morgan, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.




Notary Public in and for the State of
Idaho.
Residing at Lewiston.

My Commission expires: 1/11/86

STATE OF IDAHO)
 : ss.
Nez Perce County)

On this 17 day of June, 1983, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Walter E. Morgan, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



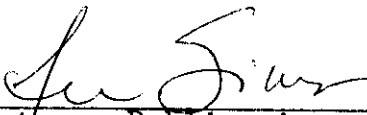
Notary Public in and for the State of
Idaho.
Residing at Lewiston.

My Commission expires: 1/11/86

STATE OF IDAHO)
 : ss.
Nez Perce County)

On this 17th day of June, 1983, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared Daniel M. Morgan, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.



Notary Public in and for the State of
Idaho.
Residing at Lewiston.

My Commission expires: 1/11/86