

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

MOM'S TOUCH, INC.
File number C 117857

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 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

ARTICLES OF INCORPORATION
FOR
MOM'S TOUCH, INC.
A CLOSE CORPORATION

IDAHO SECRETARY OF STATE
DATE 01/13/1997 0900 54690
EX #: 7557 DIST: 7472
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26 PM '97
STATE OF IDAHO
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1. The corporation will be known as Mom's Touch, Inc.
2. The corporation will be incorporated in the State of Idaho, although it may business in other States and Countries.
3. The corporation is to be incorporated as a close corporation incorporated pursuant to the laws of the State of Idaho.
4. The corporation intends to elect Subchapter S status.
5. The corporation's duration will be perpetual.
6. The corporation is formed for any legally permitted purposes, including, but not limited to, commercial and residential cleaning services.
7. The corporation's initial and continuing registered agent is Cynthia R. Headon; the corporation's initial and continuing registered address is 131 Crestview, Twin Falls, Idaho, 83301.
8. The names and addresses of the corporation's incorporators and initial Board of Directors are:

Lillian Dupras - 115 Orchard Drive, Twin Falls, Idaho, 83301

Cynthia R. Headon - 131 Crestview, Twin Falls, Idaho, 83301

These initial Board of Directors shall serve until a regular election to be held at the first annual meeting.
9. The corporation will be ultimately governed by its shareholders. However, a Board of Directors does exist, each member of which must be a shareholder. The Board of

Directors shall undertake the daily business of the corporation and shall delegate any powers and authority as the Board of Directors deems necessary for such day to day activities. The board of Director's actions may be approved, repealed, rejected or otherwise changed by a vote of the shareholders.

10. The corporation is authorized to issue 1000 shares of no-par common stock.

11. As long as the corporation has a valid Subchapter S election, no other stock than one class of common stock shall be issued. All stock shall have equal voting rights.

12. All shares of the corporation's stock issued at a time when the corporation is a close corporation will be subject to the following transfer and preemptive right restrictions. The shareholders shall have an exclusive right to buy back any shares which may become available. No shareholder shall have any right to transfer any stock in any manner whatsoever other than to allow existing shareholders reasonable opportunity to exercise their exclusive right to buy back available shares. Lillian Dupras shall have the first priority right to buy back any available shares. Cynthia R. Headon shall have the second priority right to buy back any available shares after Lillian Dupras has had reasonable opportunity to exercise her right to buy back. Thereafter, other shareholders shall be equally free to exercise their exclusive rights to buy back any available shares.

13. A meeting of shareholders will be held, either inside or outside the State of incorporation, at least once a year. One of the meetings shall be held annually on the 4th day of December, each year beginning in 1996 at 12:00 o'clock p.m. at the registered address of the corporation. Any other times, places, requirements and restrictions on said meetings shall be set forth in the By-Laws of this corporation.

14. These Articles of Incorporation have been unanimously adopted by both the Board of Directors, all shareholders and incorporators at a meeting held on the 4th day of December, 1996.

Lillian Dupras was Chairman of the meeting of shareholders and incorporators. All shareholders and incorporators were present and any notice requirements were waived.

The provisions unanimously adopted are set forth above.

DATED This 31ST day of December, 1996.



LILLIAN DUPRAS

President/Incorporator



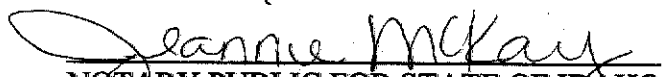
CYNTHIA R. HEADON

Vice President/Secretary/Treasurer/Incorporator

STATE OF IDAHO)
 : ss.
County of Twin Falls)

LILLIAN DUPRAS, being first duly sworn, deposes and says:


That she is the President of Mom's Touch, Inc., that she is one of the incorporators named in the above Articles of Incorporation, that she has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true. That she was Chairman of the meeting and President of the officers that conducted the election referred to in the foregoing Articles of Incorporation and that the result of said election was as set forth in said Articles of Incorporation.


NOTARY PUBLIC FOR STATE OF IDAHO
Residing at: Jerome
Commission expires: 7-12-97

STATE OF IDAHO)
 : ss.
County of Twin Falls)

CYNTHIA R. HEADON, being first duly sworn, deposes and says:

That she is the Vice President/Secretary/Treasurer of Mom's Touch, Inc., that she is one of the incorporators named in the above Articles of Incorporation, that she has read said Articles of Incorporation, knows the contents thereof and believes the facts therein stated to be true. That she attended the meeting and election referred to in the foregoing Articles of Incorporation and was the Secretary of said meeting; that the result of said election was as set forth in said Articles of Incorporation.


NOTARY PUBLIC FOR STATE OF IDAHO
Residing at: Jerome
Commission expires: 7-12-97