

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

JONATHAN, 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: October 18, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF
JONATHAN, INC.

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KNOW ALL MEN BY THESE PRESENTS, that we, JONATHAN A. LaBENNE and PAM A. LaBENNE, husband and wife, and RALPH D. KLASSEN and LOIS V. KLASSEN, husband and wife, all of whom are over the age of 18 years and natural born citizens of the United States of America, whose names are hereunto subscribed, do under and pursuant to the general corporation laws of the State of Idaho, associate ourselves together, for the purpose of becoming a body corporate and carrying on and conducting the businesses hereinafter mentioned, and doing all lawful things and acts necessary, convenient, or beneficial in regard thereto, we do hereby execute these Articles of Incorporation.

ARTICLE I

NAME:

The name of this corporation shall be JONATHAN, INC.

ARTICLE II

PURPOSES:

The purposes of this corporation and pursuits and business which it may carry on are, and shall be to engage in the sale of any and all art, carvings, and art supplies, and all types of allied businesses and all other lawful acts or activities for which a corporation may be organized under provisions of Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho, as the same now exists or is hereinafter amended. Said corporation shall be empowered to engage in any or all of the foregoing by acquiring, purchasing, renting, owning, leasing, or otherwise operating, managing or controlling the foregoing pursuits in any manner deemed advisable by the corporation.

To borrow money of any person, firm or corporation, and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho.

To purchase, acquire and own its shares of stock, but shares of such capital stock so purchased or acquired may be re-sold unless such shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more to the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

ARTICLE III

REGISTERED OFFICE AND AGENT:

The principal place of business of this corporation shall be 2837 West, 1700 South, Aberdeen, Bingham County, State of Idaho. The name and address of its authorized agent is: Ralph D. Klassen, 2837 West, 1700 South, Aberdeen, ID 83210.

ARTICLE IV

EXISTENCE:

This corporation shall have perpetual existence unless sooner disincorporated according to law.

ARTICLE V

GOVERNING PROVISIONS:

All provisions for the regulation of the internal affairs of the corporation are such as may be provided by the bylaws of the corporation, including provision for restriction on transfer of shares, as provided in the Idaho Business Corporation Act, Section 30-1-23A.

ARTICLE VI

DIRECTORS:

That the corporate powers, business and property of this corporation shall be exercised, conducted and controlled by a Board of Directors composed of not less than four (4) members. The incorporators, whose names are subscribed hereto and listed in Article VIII hereof shall act as the directors of this corporation until their successors have been regularly elected and qualified. The said directors shall establish terms of office, select officers and all other related matters in the bylaws.

ARTICLE VII

AUTHORIZED SHARES:

The corporation shall have authority to issue a total of 10,000 shares of capital stock of the par value of \$10.00

per share, all of these shares shall be of one class, and shall be designated as common stock.

ARTICLE VIII

INCORPORATORS:

The names and mailing addresses of the incorporators are as follows:

- (1) JONATHAN A. LaBENNE, 2112 S, 2800 W, Aberdeen, ID 83210
- (2) PAM A. LaBENNE, 2112 S, 2800 W, Aberdeen, ID 83210
- (3) RALPH D. KLASSEN, 2837 W, 1700 S, Aberdeen, ID 83210
- (4) LOIS V. KLASSEN, 2837 W, 1700 S, Aberdeen, ID 83210

ARTICLE IX

CORPORATE RESERVATIONS:

The corporation reserves the right to amend, alter or repeal any provision herein contained in the manner now, or hereinafter prescribed by the statutes of the State of Idaho, and all rights and powers conferred herein are granted subject to this reservation.

ARTICLE X

INDEMNIFICATION:

Every director and officer shall be indemnified against all liabilities, civil and criminal, incurred in relation to his duties, including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

ARTICLE XI

PRE-EMPTIVE RIGHTS:

There shall be no provision denying pre-emptive rights.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the General Business Corporation Laws of the State of Idaho, and do hereby certify that the facts therein stated are true and

have herewith set our hands and seals this _____ day of
October, 1993.


JONATHAN A. LaBENNE


PAM A. LaBENNE


RALPH D. KLASSEN



LOIS V. KLASSEN

STATE OF IDAHO)
) ss.
County of Power)

On this _____ day of October, 1993, before me a Notary
Public in and for said County and State, personally appeared
JONATHAN A. LaBENNE, PAM A. LaBENNE, RALPH KLASSEN, and LOIS
V. KLASSEN, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to me
that they executed the same.

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

(seal)


Notary Public for Idaho
Residing at American Falls, ID
Commission expires: