

State of Idaho

Department of State

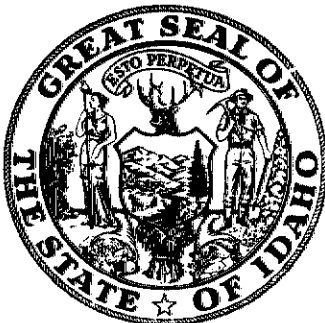
CERTIFICATE OF INCORPORATION OF

THORENS INC.
File number C 110018

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: March 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

Articles of Incorporation of Thorens Inc.

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SECRETARY OF STATE

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation is Thorens Inc..

ARTICLE II DURATION

The Corporation shall have perpetual existence.

ARTICLE III PURPOSE

The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Act (Idaho Code Section 30-1-3). The Corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

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ARTICLE IV AUTHORIZED SHARES

The authorized shares of this Corporation shall be ten thousand (10,000) shares of common stock with par value of one dollar (\$1.00) per share. Such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of capital stock.

ARTICLE V

PREEMPTIVE RIGHTS

The registered holders of the shares of the capital stock of the Corporation shall have the preemptive right to purchase additional stock on such equitable terms, prices, and conditions as shall be fixed by the Board of Directors for the issuance of any stock in the Corporation from time to time. Such preemptive right shall be exercised in the ratio that the number of shares held by each stockholder bears to the total number of shares outstanding.

ARTICLE VI REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE VII
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation and its registered agent is as follows:

Registered Office: 5134 Cherry Lane
Nampa, ID 83687

Registered Agent: Dwight J. Thoren

ARTICLE VIII DIRECTOR(S)

The number of directors of the Corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or diminished in such manner as may be prescribed in the Bylaws, provided the number of directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of stockholders and until their successors are elected and qualified.

The initial number of directors shall be two (2), and who shall be:

Names	Addresses
Rachelle Thoren	5134 Cherry Lane Nampa, ID 83687
Dwight J. Thoren	5134 Cherry Lane Nampa, ID 83687

ARTICLE IX INCORPORATOR

The name and the address of the incorporator is as follows:

Incorporator	Address
Rachelle Thoren	5134 Cherry Lane Nampa, ID 83687

ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws not inconsistent with these Articles of Incorporation is vested in the Board of Directors of the Corporation.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of March, 1995.



Rachelle Thoren, Incorporator

State of Idaho
County of Ada

BEFORE ME, a notary public in and for said county and state, personally appeared Rachelle Thoren, known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed those Articles of Incorporation for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this ____ day of March, 1995.

Notary Public
Commission expires: _____