

State of Idaho

Department of State

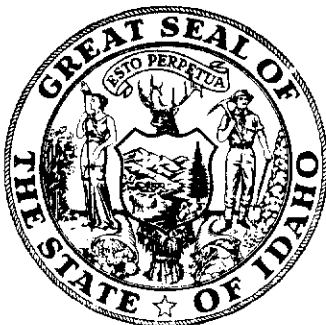
CERTIFICATE OF INCORPORATION OF

WATERBED WAREHOUSE, INC.
File number C 118712

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 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

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CERTIFICATE OF INCORPORATION (IDAHO)
OF WATERBED WAREHOUSE, INC.

SECRETARY OF STATE
STATE OF IDAHO

FIRST. The name of this corporation is Waterbed Warehouse, Inc.

SECOND. Its registered office in the State of Idaho is to be located at 3917 West State Street, Boise, Idaho 83703. The resident agent in charge thereof is the President of Waterbed Warehouse, Inc., Bobbi Bunnell, address same as above.

THIRD. The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Idaho and, specifically, to sell waterbeds and associated furniture to the public.

FOURTH. The amount of total authorized common stock of the Corporation is divided into 2000 shares with a par value of on (1) dollar. All two thousand (2000) shares are hereby issued to the President of Waterbed Warehouse, Inc., Bobbi Bunnell. The Board of Directors of Waterbed Warehouse, Inc. is hereby authorized, in accordance with I.C. Section 30-1-16 et seq, to issue additional shares and fix and determine the relative rights and preferences of any such shares.

FIFTH. The name and address of the incorporator is as follows: Bobbi Bunnell, 3917 West State Street, Boise, Idaho 83703

SIXTH. The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation, and the name and mailing address of the person who is to serve as the Director of Waterbed Warehouse, Inc. is Bobbi Bunnell, 3917 West State Street, Boise, Idaho 83703.

SEVENTH. All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than five (5) persons.

EIGHTH. All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 30-1-54(g) of the General Corporation Law:

Each stockholder shall offer to the corporation or to other stockholders of the corporation a thirty (30) day right of "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

IDAHO SECRETARY OF STATE

DATE 03/17/1997

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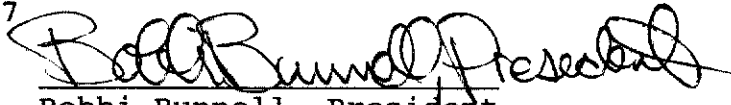
NINTH. Waterbed Warehouse, Inc. will indemnify its President and Director, Bobbi Bunnell, in accordance with, and to the full extent permitted by, I.C. Section 30-1-5 et seq.

TENTH. The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

ELEVENTH. The period of duration of Waterbed Warehouse is perpetual.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho do make, file and record this Certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: Boise, Idaho
on this _____
date of March 1997


Bobbi Bunnell, President
Waterbed Warehouse, Inc.