



Department of State.

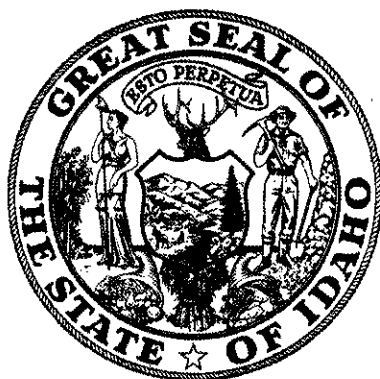
**CERTIFICATE OF INCORPORATION
OF**

STEWART/SCHNEIDER GALLERY, 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: December 29, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zepale*

DEC 29 1989

ARTICLES OF INCORPORATION

OF

STEWART/SCHNEIDER GALLERY, INC.

DEC 28 4 05 PM '83
SECRETARY OF STATE

THE UNDERSIGNED, acting as the incorporators of STEWART/SCHNEIDER GALLERY, INC. (hereafter referred to as the "Corporation"), under the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopts the following Articles of Incorporation for such Corporation:

ARTICLE 1

Name

The name of this Corporation is:

STEWART/SCHNEIDER GALLERY, INC.

ARTICLE 11

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE 111

Purposes and Powers

Section 1. Purposes. The purpose or purposes for which the Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Act.

Section 2. Powers. The Corporation shall have and exercise the statutory powers specified in Section 30-1-4 Idaho Code, as the same now exists or may hereafter be amended and, further, the Corporation

shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth 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.

ARTICLE IV

Authorized Shares

The total authorized number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock. The par value of each of said shares is no par and the aggregate par value of the total of said shares is no par.

ARTICLE V

Registered Office and Registered Agent

The location of the Corporation's initial registered office in this State is 2016 Harrison Boulevard, Boise, Idaho 83702, or such other place as may be determined by the Board of Directors. The name of the initial registered agent of the Corporation at such address is Lane S. Bune.

ARTICLE VI

Board of Directors

The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until the election and qualification of a successor(s) is as

follows:

<u>Name</u>	<u>Address</u>
Lane S. Bune	2016 Harrison Blvd. Boise, Idaho 83702
Stephanie Wilde	2016 Harrison Blvd. Boise, Idaho 83702
Louise Schneider	2305 Claremont Boise, Idaho 83702
James Schneider	2305 Claremont Boise, Idaho 83702
Bryan E. Hossner	210 W. Bannock Boise, Idaho 83702

Upon the unanimous approval by the members of the Board of Directors then duly elected and qualified, the Board of Directors may be dissolved and the business and affairs of the Corporation thereafter managed by such other person or persons designated by the Board of Directors at the time of said dissolution. Such other person or persons empowered by the Board of Directors to manage the Corporation shall have all rights and powers of the Board of Directors as provided in the Act, these Articles and/or by the By-Laws of the Corporation.

ARTICLE VII

Dividends and Distribution from Capital Surplus

The Board of Directors may declare dividends on its issued and outstanding common stock payable in cash, property or its own shares except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent.

The Board of Directors may distribute to its shareholders out of the capital surplus of the Corporation a prtion of its assets, in cash, or property subject to the restrictions contained in Section 30-1-46 of the Act as it now exists or may be hereafter amended.

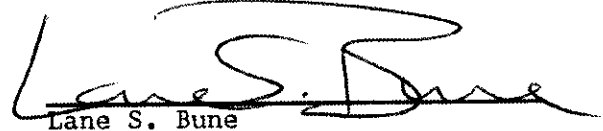
ARTICLE VI11

Incorporators

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

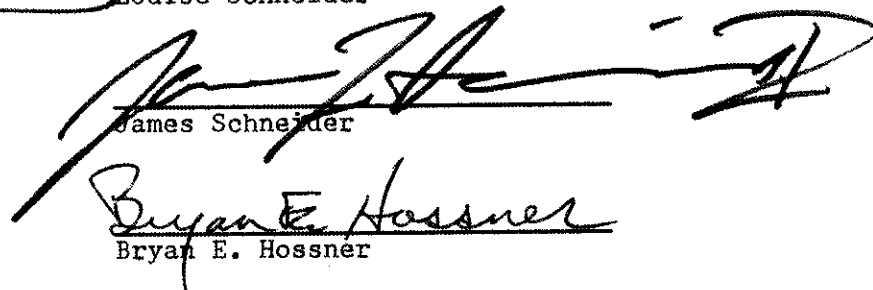
<u>Name</u>	<u>Address</u>
Lane S. Bune	2016 Harrison Blvd. Boise, Idaho 83702
Stephanie Wilde	2016 Harrison Blvd. Boise, Idaho 83702
Louise Schneider	2305 Claremont Boise, Idaho 83702
James Schneider	2305 Claremont Boise, Idaho 83702
Bryan E. Hossner	210 W. Bannock Boise, Idaho 83702

DATED this ____ day of December, 1989


Lane S. Bune


Stephanie Wilde


Louise Schneider


James Schneider


Bryan E. Hossner