

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

D-PAULY CORPORATION

I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

D'PAULY CORPORATION

duly signed and verified 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 Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated April 18, 19 91



Pete T. Cenarrusa
SECRETARY OF STATE

M. Richards
Corporation Clerk

**AMENDED
ARTICLES OF INCORPORATION
OF
D-PAULY CORPORATION
AMENDING THE NAME TO D'PAULY CORPORATION**

91 APR 18 AM
SECRETARY

1. The name of the corporation is D'PAULY CORPORATION.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of selling and distributing household appliances and all other business not forbidden by law.
4. It shall have authority to issue 100,000 shares, all of one class, One Dollar (\$1.00) par value.
5. The name of its initial registered agent and the address of its initial registered office are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

6. The number of directors constituting its initial board of directors is two (2), whose name(s) and address(es) are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

PAULA E. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

7. The name and address of each incorporator are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

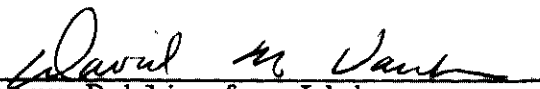
8. No shares have been issued by the corporation

IN WITNESS WHEREOF, The parties have executed these Articles the 15 day of April, 1991.


DONALD G. FAULKNER
Incorporator

STATE OF IDAHO)
 : ss.
County of Canyon)

I David M. Vank, a notary public hereby certify that on this 15 day of April, 1991, personally appeared before me, DONALD G. FAULKNER, who, being by me first duly sworn, declared that he is the sole incorporator of D'PAULY CORPORATION, formally known as D-PAULY CORPORATION, that he signed the foregoing document as the sole incorporator of the corporation, and that the statements herein contained are true.


Notary Public for Idaho
Residing at: Caldwell, ID
My commission expires: 8-23-96