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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CREATIONS NORTHWEST, 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: February 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ann Siskel*

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**ARTICLES OF INCORPORATION OF
CREATIONS NORTHWEST, INC.**

1. The name of the Corporation is CREATIONS NORTHWEST, INC..

2. Its duration is perpetual.

3. Its purpose is to transact the business of ownership and operation of an art supply store, design studio, the conducting of art classes and all other business not forbidden by law.

4. It shall have authority to issue 500,000 shares, all of one class, \$1.00 par value.

5. The address of its initial registered office is 346-348 Main Street South, Twin Falls, Idaho 83301. The name of its initial Registered Agent at such address is Jane Merritt.

6. The number of Directors constituting its initial Board of Directors is two, whose names and addresses are:

Jane Merritt
1979 11th Avenue East
Twin Falls, Idaho 83301

John F. Merritt
1979 11th Avenue East
Twin Falls, Idaho 83301

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ARTICLES OF INCORPORATION - 1


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Smith & Weeks
Attorneys at Law
210 Sixth Avenue East
Post Office Box 588
Twin Falls, Idaho 83301-0588

7. The name and address of each Incorporator is:

Jane Merritt
1979 11th Avenue East
Twin Falls, Idaho 83301

John F. Merritt
1979 11th Avenue East
Twin Falls, Idaho 83301

Dated February 15, 1994.

.....
JANE MERRITT

.....
JOHN F. MERRITT