

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KIRSTEN COLLECTION, 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: January 27, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

OF

JAN 3 3 30 PM '94

00'001 -00'001 #1 0803
16152 81910 0701 14 X3
2 16054 0060 00104661
159440103 0900
159440103 0900
159440103 0900

KIRSTEN COLLECTION, INC.
SECRETARY OF STATE

The name of the corporation is KIRSTEN COLLECTION, INC.

SECOND - DURATION:

The duration of the corporation is perpetual.

THIRD - PURPOSE:

The purposes for which the corporation is organized are:

- (1) To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, including, without limitation, the business of direct marketing of products;
- (2) To manufacture, buy, sell, and deal in goods, wares, merchandise, and personal property of every kind;
- (3) To the same extent as natural persons could do, to acquire, construct, maintain, develop, improve, rent, use, mortgage, and dispose of real property and interests therein;
- (4) To act as agent or representative, in any capacity, and to perform services for others;
- (5) To acquire, develop, improve, use, grant, and receive licenses in respect of, and mortgage, dispose of, and deal in letters patent of the United States and of any other country, patent rights, licenses and privileges, inventions, trade secrets, improvements and processes, copyrights, trademarks, and trade names;
- (6) To acquire, own, and dispose of rights, privileges, permits, and franchises convenient for any of the purposes of its business;
- (7) To acquire, own, pledge, dispose of, and deal in shares, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action, and evidences of indebtedness or interest which are issued or created by any corporations, associations, partnerships, firms, trusts, estates, or persons, public or private, or by the government of the United States, or by any foreign government, or by any state, territory, province, municipality, county, or other political subdivision, or by any government agency, domestic or foreign, and as owner thereof to possess and exercise all the rights, powers, and privileges of ownership, including the right to execute consents and to vote thereon and to do any and all acts necessary or advisable for the preservation, protection, improvement, and enhancement of value thereof;

RECEIVED
SEC. OF STATE
94 JAN 27 AM 8 59

- (8) To aid in any manner any corporation, association, partnership, firm, trust, estate, or person, any of whose securities, evidences of indebtedness, obligations, or shares are held by the corporation directly or indirectly, or in which or in the welfare of which, the corporation shall have any interest, and to guarantee securities, evidences of indebtedness and obligations of other corporations, associations, partnerships, firms, trusts, estates, and persons;
- (9) To acquire, and pay for in cash, shares, bonds, or other securities of the corporation or otherwise, the goodwill, rights, assets, and property, and to undertake and assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, firm, trust, estate, or person;
- (10) To enter into, make, and perform contracts of every kind;
- (11) To borrow money and personal property, and, from time to time without limit as to amount, to issue, accept, endorse, and execute promissory notes, drafts, checks, bills of exchange, warrants, bonds, debentures, and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or by pledge, conveyance, or assignment in trust of the whole or of any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes;
- (12) To lend any of its funds or property, either with or without security;
- (13) To acquire, hold, and dispose of its own shares and securities and rights thereto;
- (14) To carry out all or any part of the foregoing purposes as principal or as agent, or in conjunction with any other corporation, association, partnership, firm, trust, estate, or person, or as a partner or as member of a partnership, syndicate, or joint venture or otherwise, in any part of the world and to the same extent and as fully as natural persons might or could do;
- (15) To do all things necessary and incidental to the attainment of the above stated purposes; and
- (16) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the laws of such State.

Purposes specified in the foregoing clauses are not, except as otherwise expressed, limited or restricted by reference to, or inference from the terms of any other clause in these articles of incorporation, and purposes specified in each of the foregoing clauses are to be regarded as independent purposes. Such purposes are to be construed also as powers, but such enumeration of specific powers does not limit or restrict the powers of the corporation now or hereafter granted to it by law. Only the business for which a corporation may be formed under the laws of the State of Idaho may be conducted by the corporation.

FOURTH - AUTHORIZED SHARES AND PAR VALUES:

The aggregate number of shares which the corporation has authority to issue is 10,000, and the par value of such shares is \$1 per share, amounting in the aggregate to \$10,000.

FIFTH - PREEMPTIVE RIGHTS:

Except as otherwise expressly required by law, shareholders of the corporation have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire such shares. Any stock or securities issued by the corporation shall first be offered to the stockholders of the corporation.

SIXTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and post office addresses of the initial registered office of the corporation and its registered agent are as follows:

Registered Office:	5049 West Catalpa Drive Boise, Idaho 83703-3372
--------------------	--

Registered Agent:	Kristen Alden 5049 West Catalpa Drive Boise, Idaho 83703-3372
-------------------	---

SEVENTH - NUMBER OF DIRECTORS:

The number of directors of the corporation is three (3) who are to be elected annually. The number of directors may be increased or decreased from time to time by amendment to the articles of incorporation or by resolution duly adopted by the shareholders, but no decrease shall have the effect of shortening the term of any incumbent directors.

The initial directors who are to serve until the first annual meeting of shareholders or until their successors be elected are:

Directors' Names:	Addresses:
S. Kristen Alden	5049 West Catalpa Drive Boise, Idaho 83703
A. Earl Alden	8291 West Clubhouse Lane Boise, Idaho 83714
Shelley G. Alden	8291 West Clubhouse Lane Boise, Idaho 83714

EIGHTH - INCORPORATORS:

The name and post office address of each incorporator is:

Incorporators' Names:	Addresses:
S. Kristen Alden	5049 West Catalpa Drive Boise, Idaho 83703
A. Earl Alden	8291 West Clubhouse Lane Boise, Idaho 83714
Shelley G. Alden	8291 West Clubhouse Lane Boise, Idaho 83714

NINTH - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS:

Any person who was or is a party or is threatened to be made a party to any, threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified by the corporation, to the fullest extent legally permissible under the laws of the State of Idaho, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection therewith. Such right of indemnification is a contract right which may be enforced in any manner desired by such person and is not exclusive of any other right which he or she may have or hereafter acquire. The board of directors may adopt by-laws from time to time with respect to indemnification to provide at all times the fullest indemnification by the corporation permitted under the laws of the State of Idaho and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her.

TENTH - RIGHT TO AMEND ARTICLES OF INCORPORATION:

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ELEVENTH - RESERVATION TO SHAREHOLDERS OF POWER TO CHANGE BY-LAWS:

Power to alter, amend, or repeal the by-laws or to adopt new by-laws is reserved to the shareholders.

SIGNATURES OF INCORPORATORS:

S. Kristen Alden
S. Kristen Alden

1/1/94
Date

A. Earl Alden
A. Earl Alden

1/1/94
Date

Shelley G. Alden
Shelley G. Alden

1/1/94
Date