



CERTIFICATE OF INCORPORATION
OF

DIXIE U.S.A., INC.

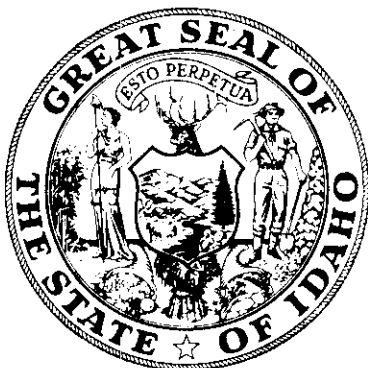
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

DIXIE U.S.A., INC.

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 2, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DIXIE U.S.A., INC.

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SECRETARY OF
STATE

The undersigned, being a natural person over the age of twenty-one (21) years, and acting as incorporator under the Idaho Business Corporation Act, does hereby make and subscribe the following Articles of Incorporation in duplicate:

ARTICLE I.

The name of this corporation is DIXIE U.S.A., INC., and its duration shall be perpetual.

ARTICLE II.

The address of the initial registered office of the corporation is Bollinger Plaza, Lewiston, Idaho 83501, and the name of its initial Registered Agent is Russell Randall.

ARTICLE III.

The purpose for which this corporation is organized is to engage in any lawful activity for which corporations may be organized under the Idaho Business Corporation Act, as presently constituted; and this corporation shall have those powers which are given to corporations under Title 30, Chapter 1, Idaho Code, as presently constituted, and those powers which may hereafter and from time to time be given or permitted to corporations under Idaho law.

ARTICLE IV.

The total number of shares of stock which this corporation is authorized to issue is 10,000,000 shares without par value.

ARTICLE V.

The number of directors constituting the initial Board of Directors of this corporation is two and the names and addresses of the persons who are to serve as directors until the First Annual Meeting of Shareholders or until their successors are elected and have assumed office are:

Robert D. Clay
8401 N.E. Halsey Street
Suite 201
Portland, Oregon 97220

James S. Neely
P.O. Box 505
Grangeville, Idaho 83530

ARTICLE VI.

Each share of all classes of stock of this corporation, after the amount of the subscription price therefor has been fully paid in, shall be nonassessable and shall not be subject to assessments to pay the debts of the corporation.

ARTICLE VII.

The name and address of the incorporator is:

Stan N. Rotenberg
Attorney at Law
Suite 1920
200 S.W. Market Street
Portland, Oregon 97201

ARTICLE VIII.

Any directorship to be filled by reason of an increase in the authorized number of directors of this corporation may be filled by the affirmative vote of a majority of the directors at the time in office.

ARTICLE IX.

Each director or officer, or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, shall be indemnified by the corporation against all liability, costs and expenses reasonably imposed upon or incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, such expenses to include the cost of reasonable settlement (other than amounts paid to the corporation itself) made with a view to curtailment of costs of litigation; provided that any such director or officer or person shall not be entitled to such indemnification in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled as a matter of law.

ARTICLE X.

No holder of any class or series of stock of this corporation shall have any pre-emptive or other rights to subscribe to or purchase any shares of any class or series of stock, whether now or hereafter authorized, or to any treasury stock of any class or series offered for sale by this corporation, or to any obligations

convertible into any class or series of stock of this corporation.

DATED this 1st day of February, 1983.

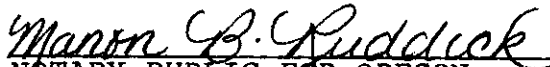

STAN N. ROTENBERG

I, STAN N. ROTENBERG, declare under penalty of perjury, that I am the person executing the foregoing Articles of Incorporation as the incorporator, that I have examined the same, and that to the best of my knowledge and belief, the information contained therein is true, correct and complete.


STAN N. ROTENBERG

V E R I F I C A T I O N

I, Manon B. Ruddick, a Notary Public for the State of Oregon, do hereby certify that on the 1st day of February, 1983, personally appeared before me STAN N. ROTENBERG, who being by me first duly sworn, declared that he is the incorporator of DIXIE U.S.A., INC., that he signed the foregoing documents as the incorporator of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC FOR OREGON
My commission expires: 2/27/84