

FILED
SEP 13 10 58 AM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
DISTINCTIVE DESIGNS, INC.

The undersigned, acting as the incorporators of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME

The name of this Corporation is DISTINCTIVE DESIGNS, INC.

ARTICLE II

PERIOD OF DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

SECTION 1. The purpose for which the Corporation is organized is: the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; 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.

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SECTION 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in the appropriate sections of the Idaho Code, as amended and supplemented.

ARTICLE IV

AUTHORIZED SHARES

SECTION 1 – NUMBERS. The aggregate number of shares of common stock that the Corporation shall have the authority to issue is twenty-five thousand (25,000). The stock shall have One Dollar (\$1.00) par value.

SECTION 2 – DIVIDENDS. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

SECTION 3 – STOCK NONASSESSABLE. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

SECTION 4 – VOTING POWER. The entire voting power for the election of the Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one (1) vote for each share of common stock held by them of record.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI

REGISTERED OFFICE

The address of the Corporation's initial registered office is 813 W. Bannock, Boise, Idaho, 83702, which is in Ada county, Idaho, and the name of its initial registered agent is Linda S. Eisele.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified by the By-Laws. The numbers of Directors constituting the initial Board of Directors is four (4) and the name and address of the persons who are to serve as Director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Steven R. Eisele	3203 Seminole Dr., Nampa, ID 83686
Richard D. Eisele	3203 Seminole Dr., Nampa, ID 83686

Heide M. Eisele

3203 Seminole Dr., Nampa, ID 83686

Linda S. Eisele

3203 Seminole Dr., Nampa, ID 83686

ARTICLE VIII

The name and address of the incorporator hereof is:

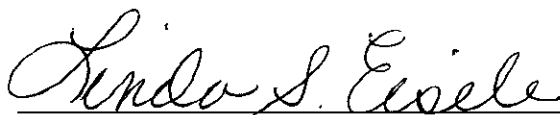
NAME

ADDRESS

Linda S. Eisele

3203 Seminole Dr., Nampa, ID 83686

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of September, 1999.



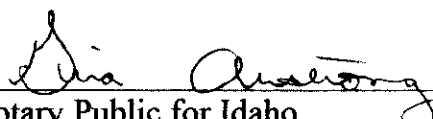
Linda S. Eisele

STATE OF IDAHO)
) SS.
County of Ada)

On this 13 day of September, 1999, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared LINDA S. EISELE, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year above written.




Notary Public for Idaho
Residing at Nampa ID
My Commission Expires 5/21/04