



**Department of State.**

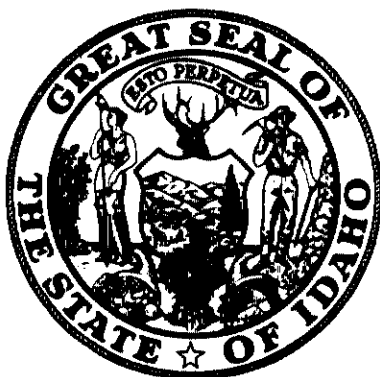
**CERTIFICATE OF INCORPORATION  
OF**

**KNOLL PROPERTIES, 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: **November 22, 1988**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION ~~NOV 7~~ 4 30 PM '00  
OF SECRETARY OF STATE  
KNOLL PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

That the name of the corporation is KNOLL PROPERTIES, INC.

ARTICLE II

The corporation is to have a perpetual existence.

ARTICLE III

The purpose for which the corporation is organized is for any lawful purpose or purposes permitted by law.

ARTICLE IV

The corporation shall have authority to issue fifty thousand (50,000) shares, all such shares to be of one (1) class of common stock, and to be of a par value of One Dollar (\$1) per share.

ARTICLE V

The private property of the stockholders of the

corporation shall not be subject to the payment of corporation debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VI

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws.

#### ARTICLE VII

Stockholders of the corporation shall have pre-emptive preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and any obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ARTICLE VIII

The address of the initial registered office of the corporation shall be 710 Vista Ave., Boise, Idaho 83705, and the name of the registered agent at such address shall be Robert L. Day.

#### ARTICLE IX

The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successor or successors shall be elected and qualify shall be as follows:

Richard Pavelek  
1101 W. Georgia St.  
Vancouver, B.C. V6E 3G4

Pamela F. Pavelek  
1101 W. Georgia St.  
Vancouver, B.C. V6E 3G4

ARTICLE X

The name and post office address of the incorporator is  
as follows:

David E. Wishney  
Wishney & Elgee  
P.O. Box 837  
Boise, ID 83701

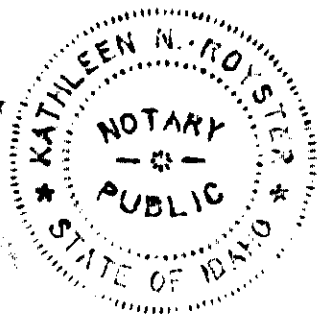
DATED this 22 day of November, 1988.

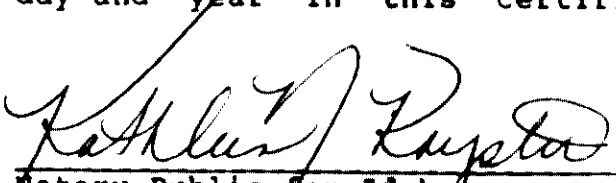
  
DAVID E. WISHNEY

STATE OF IDAHO )  
                  ) ss  
County of Ada )

On this 22 day of November, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID E. WISHNEY, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



  
Notary Public for Idaho  
Residing at Boise, Idaho  
Commission Expires: 7-19-94