



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

D-PAULY CORPORATION

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: September 21, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *EMBabala*

SEP 21 3 30 PM '90

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
D-PAULY CORPORATION

1. The name of the corporation is D-PAULY CORPORATION.
2. The period of its duration is perpetual.
3. Its purpose is to transact the business of selling and distributing household appliances and all other business not forbidden by law.
4. It shall have authority to issue 100,000 shares, all of one class, One Dollar (\$1.00) par value.
5. The name of its initial registered agent and the address of its initial registered office are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

6. The number of directors constituting its initial board of directors is two (2), whose name(s) and address(es) are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

PAULA E. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

7. The name and address of each incorporator are:

DONALD G. FAULKNER
10487 Overland Road, Suite 257
Boise, Idaho 83709

IN WITNESS WHEREOF, The parties have executed this Articles
the 20 day of September, 1990.


DONALD G. FAULKNER

STATE OF IDAHO)
 : ss.
County of Canyon)

On the 20th day of September, 1990, before me,
CRAIG R ZAISS, a notary public for said state,
personally appeared before me, DONALD G. FAULKNER, known or
identified to me to be the person whose name is subscribed to the
within instrument, who acknowledged to me that he executed the
same.

Craig R Zais
Notary Public for Idaho
Residing at: Palme
My commission expires: 2-9-93