



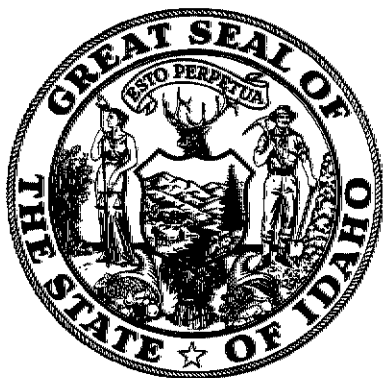
**CERTIFICATE OF INCORPORATION
OF**

CUTLERY SHOPPE, 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: **July 1, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: [Signature]

ARTICLES OF INCORPORATION

OF

CUTLERY SHOPPE, INC.

JUL 1 4 46 PM '87
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be Cutlery Shoppe, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 7512-3 Lemhi, Boise, Idaho 83709, and the name of the initial registered agent at such address is Jeff Loffer.

IV.

The nature of the business and the object and purpose of this corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

That the total authorized number of par value shares of this corporation shall be 10,000, each of a par value of \$1.00, and of the aggregate par value of \$10,000, which said shares shall be common stock and shall not be subject to assessment.

VI.

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

<u>Name</u>	<u>Address</u>
Bertha H. Barton	P.O. Box 1559 Boise, Idaho 83701

VII.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than one (1) nor more than nine (9).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Jeff Loffer	7512-3 Lemhi Boise, Idaho 83709
Shereen Loffer	7512-3 Lemhi Boise, Idaho 83709

VIII.

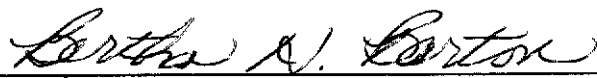
All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or

carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 1st day of July, 1987.


Bertha H. Barton