



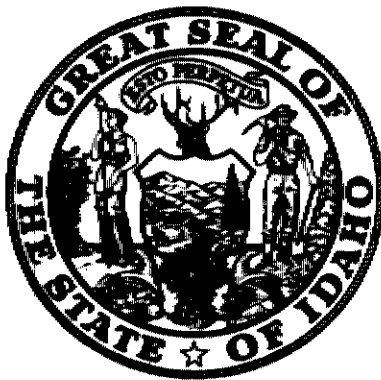
**CERTIFICATE OF INCORPORATION
OF**

SUNNYSIDE TACK & WESTERN WEAR, 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: August 28, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

SUNNYSIDE TACK & WESTERN WEAR, INC.

The undersigned, acting as incorporators under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is SUNNYSIDE TACK & WESTERN WEAR, INC.

ARTICLE TWO

DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE

PURPOSES AND POWERS

The purposes of the corporation and its powers are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE FOUR

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 500 in number and they shall be of no par value. Shares of stock which shall have been fully paid for shall be nonassessable.

SECRETARY OF STATE
AUG 28 1940
87 AUG 21 1940

ARTICLE FIVE

REGISTERED OFFICE AND REGISTERED AGENT

The location and address of the initial registered office of the corporation is 629 West Sunnyside Road, Idaho Falls, Idaho 83401 and the name of its initial registered agent at such address is Curtis A. Bourne.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is four, 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 shall qualify are:

<u>Name</u>	<u>Address</u>
Dale B. Kinghorn, D.V.M.	529 West Sunnyside Road Idaho Falls, Idaho 83401
Morgan J. MacArthur, D. V. M.	Milligan Road Idaho Falls, Idaho 83401
D. Scott MacGregor, D.V.M.	5954 South 5 West Idaho Falls, Idaho 83401
Curtis A. Bourne	629 West Sunnyside Road Idaho Falls, Idaho 83401

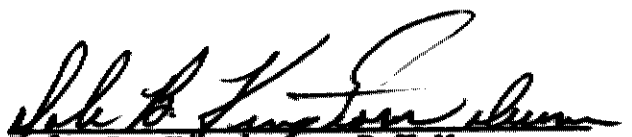
ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Dale B. Kinghorn, D.V.M.	629 West Sunnyside Road Idaho Falls, Idaho 83401
Morgan J. MacArthur, D.V.M.	Milligan Road Idaho Falls, Idaho 83401
D. Scott MacGregor, D.V.M.	5954 South 5 West Idaho Falls, Idaho 83401
Curtis A. Bourne	629 West Sunnyside Road Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this ____ day of August, 1987.


Dale B. Kinghorn, D.V.M.


Morgan J. MacArthur, D.V.M.

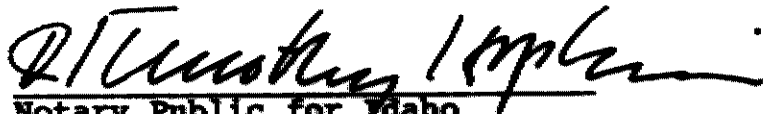

D. Scott MacGregor, D.V.M.


Curtis A. Bourne

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 20 day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Morgan J. McArthur, D.V.M., known to me to be the person whose name is subscribed to the within and foregoing 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 Idaho Falls, Idaho
My Commission Expires: 4-1-91

(SEAL)

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 20 day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared D. Scott MacGregor, D.V.M., known to me to be the person whose name is subscribed to the within and foregoing 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.

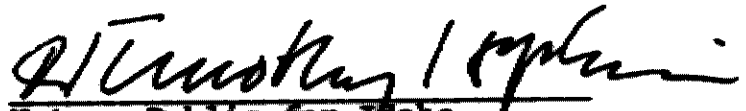

Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 6-17-93

(SEAL)

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 20 day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Dale B. Kinghorn, D.V.M., known to me to be the person whose name is subscribed to the within and foregoing 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.

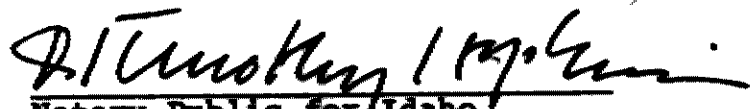

Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 4-1-91

(SEAL)

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 20 day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Curtis A. Bourne, known to me to be the person whose name is subscribed to the within and foregoing 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 Idaho Falls, Idaho
My Commission Expires: 4-1-91

(SEAL)