



CERTIFICATE OF INCORPORATION
OF

HOFFMAN'S SHOE BOX, INC.

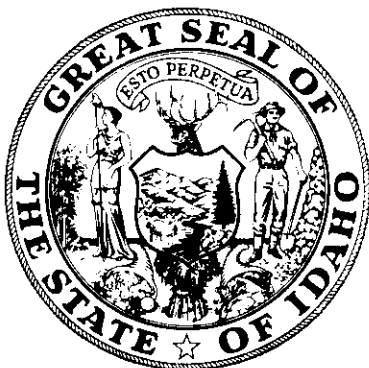
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HOFFMAN'S SHOE BOX, INC.

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: **March 30, 1981**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

HOFFMAN'S SHOE BOX, INC.

MAR 30 8 41 AM '21
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is HOFFMAN'S SHOE BOX, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: the operation of a wholesale and retail shoe manufacturing, sales and repair business, and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is thirty thousand (30,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is Fairway Shopping Center (P. O. Box 569) Pinehurst, Idaho 83850; and the name of its initial registered agent at such address is Robert C. Hoffman.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is three (3), 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:

John R. Hoffman
Box 242-A
Cataldo, ID 83810

Robert C. Hoffman
Star Route, Box 115
Kingston, ID 83839

Joseph J. Hoffman
2911 Fernan Road
Coeur d'Alene, ID 83814

The name and address of each incorporator is:

John R. Hoffman
Box 242-A
Cataldo, ID 83810

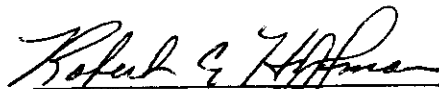
Robert C. Hoffman
Star Route, Box 115
Kingston, ID 83839

Joseph J. Hoffman
2911 Fernan Road
Coeur d'Alene, ID 83814

DATED this 20th day of March, 1981.



John R. Hoffman



Robert C. Hoffman

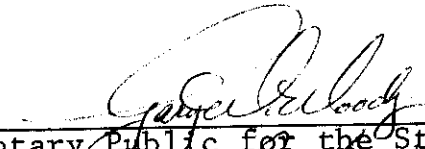


Joseph J. Hoffman

STATE OF IDAHO)
) ss.
County of Shoshone)

On this 20th day of March, 1981, before me,
the undersigned, a Notary Public in and for the State of
Idaho, personally appeared JOHN R. HOFFMAN, ROBERT C. HOFFMAN,
and JOSEPH J. HOFFMAN, known to me to be the persons whose
names are subscribed to the within and foregoing instrument,
and acknowledged to me that they 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 the State of Idaho
Residing at Blackfoot