



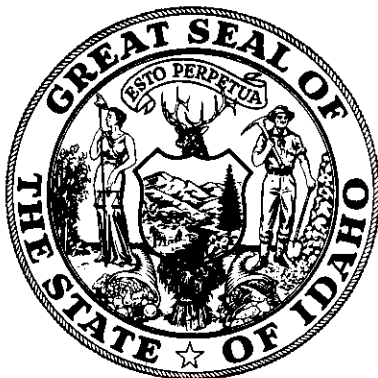
CERTIFICATE OF INCORPORATION
OF

NINCO, LIMITED

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: **March 13, 1986**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

MAR 13 3 50 PM '86

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NINCO, LIMITED

KNOW ALL MEN BY THESE PRESENTS: The undersigned, being natural persons of full age and citizens of the United States of America, 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 thereof, does hereby certify as follows:

FIRST: The name of the corporation is NINCO, LIMITED.

SECOND: The purposes and objects for which the corporation is formed is to engage in any and all lawful business purpose including, but not limited to the manufacture, distribution and sale of mens, womens and childrens clothing.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered agent is 5245 Willamette, Boise, ID 83705. The name of the registered agent is Nancy Chinn.

FIFTH: The amount of capital stock of this corporation shall be and is 5,000 shares of stock with no par value of each, which stock is fully paid for and shall be non-assessable.

SIXTH: The names and post office addresses of the incorporators are as follows:

Nancy Chinn 5245 Willamette Boise, Idaho 83705	Director	200 shares
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Joseph M. Braun 318 Union Boise, ID 83702	Director	400 shares
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Ralph Wright Cole Road Boise, ID	Director	300 shares
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David Brueggemann 10923 Sandhurst Boise, ID		20 shares
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SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, 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.

EIGHTH: 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 or in accordance with Section 30-1-36, Idaho Code. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

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

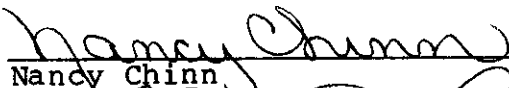
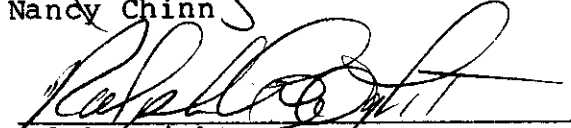
TENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of the holders of two-thirds of the voting power of all shareholders.

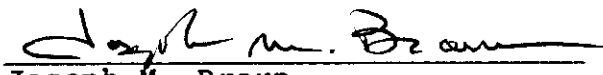

ELEVENTH: No contract or other transaction between the corporation and any other corporation or entity and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or entity, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority

thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of March, 1986.

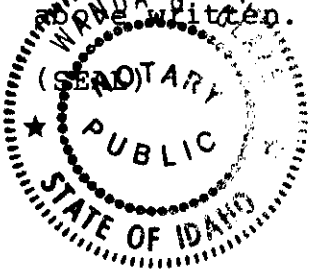

Nancy Chinn

Ralph Wright


Joseph M. Braun

David Brueggemann

STATE OF IDAHO)
) ss.
County of Ada)

On this 12th day of March, in the year of 1986, before me
Wanda H. Slagge, a Notary Public, personally
appeared NANCY CHINN known or identified to me to be the person
whose name is subscribed to the within instrument, and
acknowledged to me that she 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.

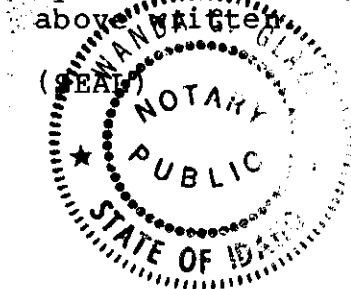


Wanda H. Slagge
Notary Public for Idaho
Residing at Boise
My commission expires 5/24/86

STATE OF IDAHO)
) ss.
County of Ada)

On this 13th day of March, in the year of 1986, before me
Wanda H. Slagge, a Notary Public, personally
appeared JOSEPH M. BRAUN known or identified 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.



Wanda H. Slagge
Notary Public for Idaho
Residing at Boise
My commission expires 5/24/86

STATE OF IDAHO)
) ss.
County of Ada)

On this 13th day of March, in the year of 1986, before me
Wanda H. Glaze, a Notary Public, personally
appeared RALPH WRIGHT known or identified 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.

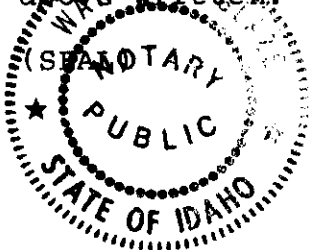


Wanda H. Glaze
Notary Public for Idaho
Residing at Boise
My commission expires 5/24/86

STATE OF IDAHO)
) ss.
County of Ada)

On this 12th day of March, in the year of 1986, before me
Wanda H. Glaze, a Notary Public, personally
appeared DAVID BRUEGGEMANN known or identified 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.



Wanda H. Glaze
Notary Public for Idaho
Residing at Boise
My commission expires 5/24/86