



**CERTIFICATE OF INCORPORATION
OF**

EXPRESS, 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: **March 22, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

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ARTICLES OF INCORPORATION
SECRETARY OF STATE OF
EXPRESS, INC.

39 DEC 17 1989

KNOWN ALL MEN BY THESE PRESENTS:

That we, STEVEN E. CLAYTON, ELIZABETH A. DALESSI and
MICHAEL DOMINIC DALESSI, being people of full age and citizens
of the United States of America, do hereby, as incorporators
thereof, form a corporation under the provisions of the laws of
the State of Idaho, and hereby adopt Articles of Incorporation
of such corporation as follows:

I.

That the name of said corporation is Express, Inc.

II.

That the purpose or purposes for which the corporation is
organized is for the transaction of any or all lawful business
for which corporations may be incorporated.

III.

That the duration of said corporation shall be perpetual.

IV.

That the location and post office address of the registered
office of said corporation in Idaho shall be 482 8th Street NW,
Idaho Falls, Idaho 83402. Branch offices or places at any
other place, either within or without the State of Idaho,
whenever necessary, or in the judgment of the Board of
Directors, for the proper prosecution of the objects and
purposes of said corporation.

That the registered Agent of said corporation in Idaho
shall be Elizabeth A. Dalessi, 482 8th Street, Idaho Falls,
Idaho 83402.

V.

That the shares of stock of said corporation are not to be
classified and shall all be common stock, and that the au-
thorized shares of said corporation shall be TWENTY-FIVE THOU-
SAND (25,000) in number, of the par value of TEN (\$10.00)

DOLLARS each, and of the aggregate par value of TWO HUNDRED FIFTY THOUSAND (\$250,000.00) DOLLARS. Each issued share of common stock shall be entitled to one vote and shall represent all the voting shares of the corporation.

VI.

That the numbers of directors of said corporation shall be fixed by the by-laws of the corporation; provided, however, said corporation shall have not less than one (1) nor more than seven (7) directors. The first Board of Directors shall be three (3) in number consisting of STEVEN E. CLAYTON, ELIZABETH A. DALESSI and MICHAEL DOMINIC DALESSI, who shall serve until the annual election of directors in the year 1990.

VII.

That the qualifications, terms of office, manner of election, time and place of meeting and the powers and duties of the Directors of the Corporation shall be prescribed by the by-laws:

That the Directors of the Corporation shall have the power and authority to alter, repeal, and amend the by-laws and adopt new by-laws of the corporation in the manner fixed by the by-laws of the corporation.

VIII.

That the name and post office address of the incorporators of said corporation are as follows:

STEVEN E. CLAYTON, Post Office Box 1526, Sun Valley, ID 83353
ELIZABETH A. DALESSI, 482 8th Street, Idaho Falls, ID 83402
MICHAEL DALESSI, 482 8th Street, Idaho Falls, ID 83402

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of March, 1989.


STEVEN E. CLAYTON, Incorporator

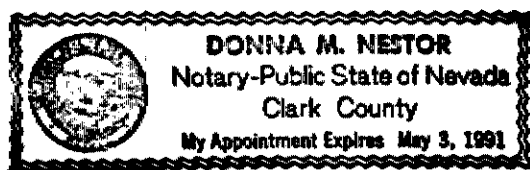

ELIZABETH A. DALESSI, Incorporator


MICHAEL DOMINIC DALESSI, Incorporator

STATE OF Nevada)
COUNTY OF Clark) ss.

On this 3rd day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN E. CLAYTON, known to me to be the person whose name is subscribed to the 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.



Donna M. Nestor
Notary Public for
Residing at: 4016 S. Rainbow Las Vegas NV 89102
My Commission Expires: 5/3/91

STATE OF Idaho)
COUNTY OF Bonnerville) ss.

On this 12 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared ELIZABETH A. DALESSI, known to me to be the person whose name is subscribed to the 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.

Lou Braase
Notary Public for
Residing at: Idaho Falls
My Commission Expires: 5-26-93

STATE OF Idaho)
COUNTY OF Bonnerville) ss.

On this 12 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared MICHAEL DOMINIC DALESSI, known to me to be the person whose name is subscribed to the 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.

Lou Braase
Notary Public for
Residing at: Idaho Falls
My Commission Expires: 5-26-93