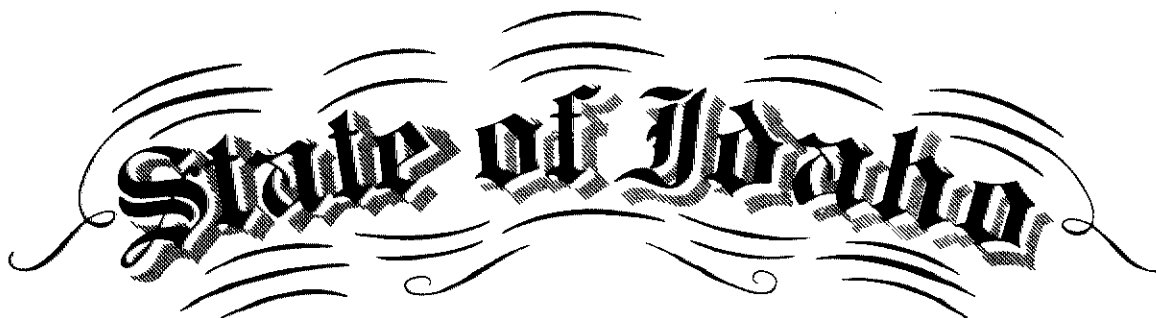


90617



CERTIFICATE OF INCORPORATION
OF

GADZOOK'S, 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: October 27, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Spauld*

ARTICLES OF INCORPORATION

OF

GADZOOK'S, INC.

RECEIVED
SEC. OF STATE

39 OCT 27 AM 9 08

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE ONE: Name. The name of the corporation is GADZOOK'S, INC.

ARTICLE TWO: Purpose. The purpose of the corporation is to engage in any and all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE: Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR: Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 10100 Bunn Road, Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is Andy McCallihan.

ARTICLE FIVE: Stock. This corporation is authorized to issue 10,000 shares of common stock with no par value.

ARTICLE SIX: Director. The number of directors constituting the Board of Directors shall be as specified in the by-laws. The names and addresses of the people who are to serve as directors until the first annual meeting of the stock holders, or until a successor is elected and qualifies is:

<u>NAME</u>	<u>ADDRESS</u>
Andy McCallihan	10100 Bunn Road Coeur d'Alene, ID 83814
Melissa McCallihan	10100 Bunn Road Coeur d'Alene, ID 83814

ARTICLE SEVEN: Incorporator. The name and address of the incorporator is:

NAME

Hugh Garret Jacobs

ADDRESS

157 W. Hayden Ave., Ste 207
Hayden Lake, ID 83835

Executed in duplicate on October , 1989.



Incorporator