



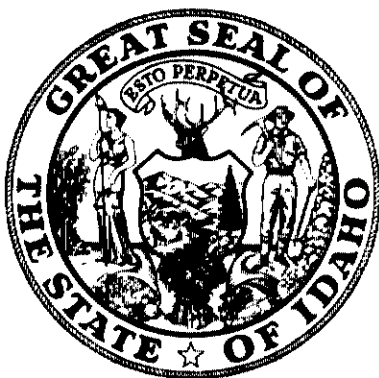
CERTIFICATE OF INCORPORATION
OF

TOWNE SQUARE FASHIONS 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 16, 1989**



Pete T. Cenarrusa
SECRETARY OF STATE

by:

M. Mineman

ARTICLES OF INCORPORATION⁸⁵⁷
OF
TOWNE SQUARE FASHIONS INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE IDAHO BUSINESS CORPORATION ACT. ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

I.
TOWNE SQUARE FASHIONS INC.

II.

THE CORPORATION IS TO HAVE PERETUAL EXISTENCE.

III.

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF PURCHASING AND THE SELLING OF RETAIL GOODS, MORE PARTICULAR CLOTHING AND FOR THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE IDAHO BUSINESS CORPORATION ACT.

IV.

THE AUTHORIZED CAPITAL OF THE CORPORATION CONSISTS OF A SINGLE CLASS OF STOCK, THE TOTAL NUMBER OF AUTHORIZED SHARES IS 1,000,000 AND AN PAR VALUE OF \$1.00 PER SHARE.

V.

THE HOLDERS OF SHARES OF STOCK IN THIS CORPORATION ARE NOT ENTITLED TO PRE-EMPTIVE RIGHTS TO PURCHASE ADDITIONAL SHARES OF STOCK.

VI.

THE ADDRESS OF THE INITIAL, REGISTERED OFFICE OF THE CORPORATION IS TOWNE SQUARE, SUITE 330, 504 MAIN ST. LEWISTON IDAHO 83501

VII.

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS BARBARA I. LANKFORD SUITE 330 504 MAIN ST. LEWISTON IDAHO 83501.

VIII.

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE MEMBER, AND THE NAME AND ADDRESS OF THE PERSON WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY ARE:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA I. LANKFORD	3615 14TH LEWISTON IDAHO 83501

IX.

THE NAME AND ADDRESS OF THE INCORPORATOR IS;

<u>NAME</u>	<u>ADDRESS</u>
BARBARA I. LANKFORD	3615 14TH STREET LEWISTON IDAHO 83501

Barbara Lankford DATE 2/3 1989

ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
COUNTY OF Nezperce)

ON THIS 3rd DAY OF March, IN THE YEAR 1989 BEFORE ME, THE UNDERSIGNED A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED BARBARA I. LANKFORD KNOWN TO ME TO BE THE PERSONS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT THEY EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICAL SEAL, THE 3rd DAY AND 1989 YEAR IN THIS CERTIFICATE FIRST ABOVE WRITTEN.

Alita Fitting
NOTARY PUBLIC FOR THE STATE OF IDAHO