

94729



**CERTIFICATE OF INCORPORATION
OF**

BAILEY, 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 12, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

OF

BAILEY, INC.

RECEIVED
SEC. OF STATE
91 MAR 12 AM 8 40

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, do this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and we certify in writing:

1. NAME

The name of the corporation shall be Bailey, Inc.

2. PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or any lawful powers and privileges incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

3. DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

4. REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 205 Broadway, Ketchum, ID 83340. The post office address of the registered office of the corporation in the State of Idaho, County of Blaine, shall be P.O. Box 688, Ketchum, ID 83340. Gary K. Philbrick shall be the registered agent at the address set forth above.

5. CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is 10,000 shares of Class A voting common stock and 10,000 shares of Class B nonvoting common stock, all of which shall have no par value. Except for voting rights, all shares of common stock shall have equal powers, preferences, and rights; and shall be subject to same qualifications, limitations and restrictions.

6. INCORPORATORS

Following are the names and post office addresses of the incorporators:

NAME OF INCORPORATORS POST OFFICE ADDRESS

Gary K. Philbrick

P.O. Box 688
Ketchum, ID 83340

Toni Philbrick

P.O. Box 688
Ketchum, ID 83340

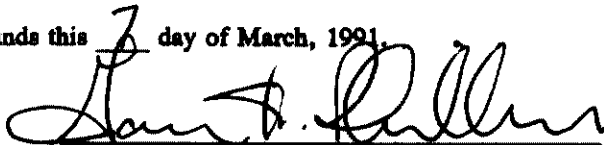
7. MANAGEMENT

The business of the corporation shall be managed by a board of at least 3 directors, except that if all of the shares of the corporation are owned beneficially and of record by either 1 or 2 stockholders, the number of directors may be less than 3 but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in paragraph 6 shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

8. BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.

IN WITNESS WHEREOF, we have set our hands this 7 day of March, 1991.



Gary K. Philbrick


Toni Philbrick

STATE OF IDAHO)
) ss.
County of Blaine)

On this 7 day March, 1991 before me, the undersigned, a notary public in and for the county and state, personally appeared Gary K. Philbrick, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

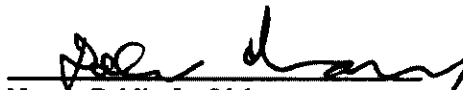
IN WITNESS WHEREOF, I have set my hand and affixed my official seal, the same day and year in this certificate first above written.


Notary Public for Idaho
Residing at Hailey, Idaho
Commission Expires: 9/10/94

STATE OF IDAHO)
) ss.
County of Blaine)

On this 7 day of March, 1991, before me, the undersigned, a notary public in and for the county and state, personally appeared Toni Philbrick, known 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 set my hand and affixed my official seal, the same day and year in this certificate first above written.


Notary Public for Idaho
Residing at Hailey, Idaho
Commission Expires: 9/10/94