

State of Idaho

Department of State

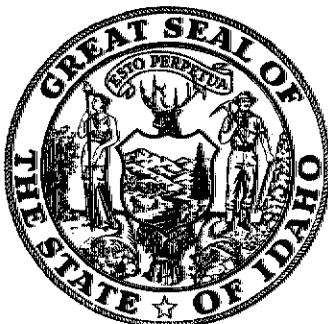
CERTIFICATE OF INCORPORATION OF

AMERIMALL INTERNATIONAL, INC.
File number C 113569

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: January 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seikel*

ARTICLES OF INCORPORATION
OF
AMERIMALL INTERNATIONAL, INC.

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be AMERIMALL INTERNATIONAL, INC.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

(1) The ownership and management of a retail sales and marketing business, together with warehousing, manufacturing and anything incidental thereto.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as Idaho Falls, Idaho. The registered office of the corporation shall be 6760 West 129th North, Idaho Falls, Idaho 83402. The name of the registered agent is Daniel Ward, at that address.

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ARTICLE IV

EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 50,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
Ronald D. Thinnes	2305 Louise Ln. Idaho Falls, Id. 83402	Two Hundred Fifty (250) Shares
Bruce E. Fuller	2341 Louise Ln. Idaho Falls, Id. 83402	Two Hundred Fifty (250) Shares
Larry J. Womack	262 N. 1200 W. Clearfield, Ut. 84015	Two Hundred Fifty (250) Shares
Daniel D. Ward	6760 W. 129th N. Idaho Falls, Id. 83402	Two Hundred Fifty (250) Shares

ARTICLE IX

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

Ronald D. Thinnes	2305 Louise Ln. Idaho Falls, Id. 83402
Bruce E. Fuller	2341 Louise Ln. Idaho Falls, Id. 83402
Larry J. Womack	262 N. 1200 W. Clearfield, Ut. 84015
Daniel D. Ward	6760 W. 129th N. Idaho Falls, Id. 83402

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR(s)

Ronald D. Thinnes	2305 Louise Ln. Idaho Falls, Id. 83402
Bruce E Fuller	2341 Louise Ln. Idaho Falls, Id. 83402
Larry J. Womack	262 N. 1200 W. Clearfield, Ut. 84015
Daniel D. Ward	6760 W. 129th N. Idaho Falls, Id. 83402

IN WITNESS WHEREOF, We have hereunto set our hands and
seals in duplicate originals this 19 day of January, 1996.

Ronald D. Thinner
Ronald D. Thinner

Bruce E. Fuller
Bruce E. Fuller

Larry J. Womack
Larry J. Womack

Daniel D. Ward
Daniel D. Ward

STATE OF IDAHO)
) ss
County of Bonneville)

On this 19th day of January, 1996, before me, the undersigned,
a Notary Public in and for said State, personally appeared
Ronald D. Thinner, Bruce E. Fuller, Larry J. Womack and Daniel
D. Ward, known to me to be the persons whose names are subscribed
to the foregoing Articles of Incorporation, and acknowledged
to me that they executed the same.

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

(Seal)

Jerry Taylor
Notary Public for Idaho
Residing at:
My Commission Expires: