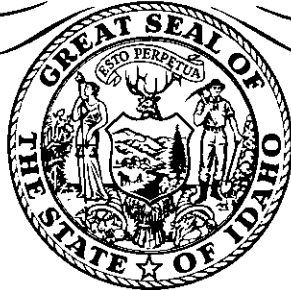


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ERNEST SHOE CO.

a corporation duly organized and existing under the laws of **Washington** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **28th** day of **October** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **28th** day of **October** 19 **63**, a designation of **P. Fisher** in the County of **Kootenai** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **October**, A.D. 19 **63**.

Secretary of State.

United States of America
 State of Washington

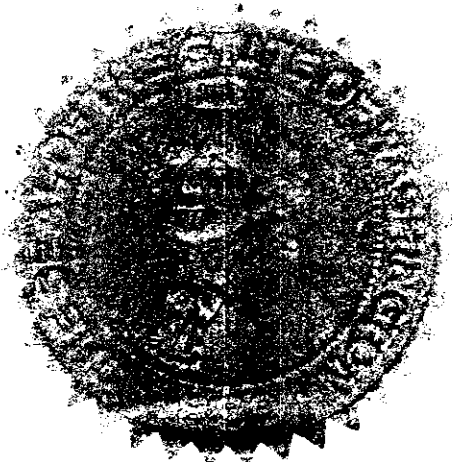
DEPARTMENT



OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **Victor A. Meyers** *Secretary of State of the*
State of Washington and custodian of the Seal of said State, do hereby
certify that the annexed is a true and correct copy of the Articles of Incorporation of ERNEST SHOE CO., as received and filed in this office on October 21, 1963; and I further certify that ERNEST SHOE CO. is in good standing with all annual license fees paid to July 1, 1964.



In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the State of
Washington. Done at the Capitol, at Olympia,
this 21st day of October, A.D. 1963

Victor A. Meyers
 Secretary of State

By *[Signature]*
 Assistant Secretary of State

APPROVED
AS TO FORM AND FILED

ARTICLES OF INCORPORATION
OF
ERNEST SHOE CO.

OCT 21 1963

VICTOR A. MEYERS
SECRETARY OF STATE
BY *Jean C. Dunker*
(MRS.) JEAN C. DUNKER
ASSISTANT SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS that the undersigned, Ernest L. Price, Jr., Shirley Price and Ernest L. Price, Sr., each of whom is a citizen of the United States of America and a resident of the State of Washington, have associated themselves together for the purpose of forming a corporation under the laws of the State of Washington; and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation, in triplicate originals, and state as follows:

ARTICLE I

The name of the corporation shall be ERNEST SHOE CO.

ARTICLE II

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it are as follows:

1. To manufacture and repair, buy, sell and deal in, and to import and export shoes, shoe findings, rubber footwear, boots, and generally all types, kinds and styles of footwear of all descriptions, and all other types, kinds and classes of merchandise generally.
2. To establish, purchase, lease as lessee or otherwise acquire, to own, operate and maintain, and to sell, mortgage, lease as lessor, and other wise dispose of retail stores or departments therein, and to conduct a general merchandising business therein.
3. To manufacture, buy, sell, deal in, and to export and import, conduct and carry on the business of manufacturing, repairing, buying, selling at wholesale and/or retail, and importing and exporting goods, wares and merchandise of every class and description.

4. To purchase or otherwise acquire, so far as permitted by law, the whole or any part of the undertaking and business of any person, firm, or corporation engaged in a business of the same general character as that for which this corporation is organized, and the property and liabilities (including the good will), assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.
5. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property and any personal or mixed property, and any franchises, rights, business or privileges necessary, convenient, and appropriate for any of the purposes herein expressed.
6. To acquire by purchase, subscription or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.
7. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount except as may be prohibited by statute, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.
8. To conduct and carry on its business or any part thereof and to have one or more offices, and to exercise all or any of its corporate rights and powers in the State of Washington and in the various states of the United States.
9. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; PROVIDED the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE III

The corporation is to have perpetual existence.

ARTICLE IV

The registered office of the corporation is to be located at

So. 5908 Martin, Spokane, Washington.

ARTICLE V

The authorized capital stock of the corporation shall be \$50,000.00, consisting of 50,000 shares of common stock having a par value of \$1.00 each.

ARTICLE VI

The amount of paid-in capital with which this corporation will begin business is the sum of \$500.00.

ARTICLE VII

The management of this corporation shall be vested in the Board of Directors. The number of directors shall not be less than three nor more than five, and the number, qualifications, terms of office, manner of election, date and place of meeting, and powers and duties of directors shall be such as are prescribed by the By-Laws of the corporation.

ARTICLE VIII

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE X

The names and post office addresses of the directors who shall first manage the affairs of the corporation until October 1, 1964, are as follows:

Ernest L. Price, Jr.	So. 5908 Martin, Spokane, Wn.
Shirley Price	So. 5908 Martin, Spokane, Wn.
Ernest L. Price, Sr.	E. 108 - 40th Ave., Spokane, Wn.

ARTICLE XI

The name and post office address of each of the incorporators of the corporation and the number of shares subscribed by each is as follows:

Ernest L. Price, Jr.	249 shares
So. 5908 Martin, Spokane, Wn.	
Shirley Price	1 share
So. 5908 Martin, Spokane, Wn.	
Ernest L. Price, Sr.	250 shares
E. 108 - 40th Ave., Spokane, Wn.	

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 16 day of October, 1963.

Ernest L. Price, Jr.
Ernest L. Price, Jr.

Shirley Price
Shirley Price

Ernest L. Price, Sr.
Ernest L. Price, Sr.

STATE OF WASHINGTON)
 (ss.
County of Spokane)

THIS IS TO CERTIFY that on this 16 day of October, 1963, personally appeared before me ERNEST L. PRICE, JR., SHIRLEY PRICE and ERNEST L. PRICE, SR., to me known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they and each of them did acknowledge and declare to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

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

William B. Jones
Notary Public in and for the State
of Washington, residing at Spokane.