

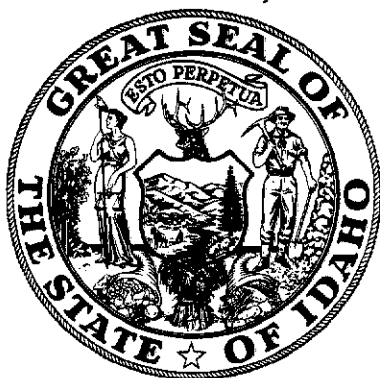
CERTIFICATE OF INCORPORATION
OF

GRIZZLY OUTFITTERS, 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: June 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Heidi Livingston*

ARTICLES OF INCORPORATION
OF
GRIZZLY OUTFITTERS, INC.

RECEIVED
SEC. OF STATE

The undersigned, a citizen of the United States and resident of the State of Idaho and of legal age, acting as incorporator of a corporation under the Idaho Business Corporation Acts, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the corporation shall be Grizzly Outfitters, Inc.

ARTICLE II

Period of Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purposes and Powers

The purpose and purposes for which this corporation is organized are:

- A. To buy, acquire, hold, improve, operate, manage, develop, lease, encumber, sell, transfer or otherwise dispose of, and generally to invest, trade and deal in, as principal, or agent, real and personal property of all kinds.
- B. To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation and to exercise any and all powers authorized or permitted to be done by a corporation under laws that may be now or hereafter applicable or available to this corporation.
- C. To engage in any business, trade or activity which may be lawfully conducted by a corporation organized under the laws of the State of Idaho.
- D. To manage residential houses, office buildings, warehouses, or other buildings of every kind and character, and supervise the subdivision or resubdivision of plat tracts of land and the sale of same.
- E. To borrow money to issue bonds, debentures, notes and other obligations of this corporation from time to time, for any of the objectives or purposes of this corporation and to mortgage, pledge, hypothecate, and/ or convey in trust, any and all of it's property to secure the payment thereof.

- F. To lend money to negotiate and make loans, either on it's own accounts or as agents for others.
- G. To discount and negotiate promissory notes, drafts, bills of exchange, and other evidences of debt, to collect for others money due them on notes, checks, drafts, bills of exchange, commercial paper and other evidence of indebtedness.
- H. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state, or government, or any subdivision, district or department thereof.

The foregoing clauses of this Article III shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be deemed in any way to limit or exclude any power, right or privilege given to this corporation by law or otherwise.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation shall have the authority to issue is 20,000 shares of common stock with a par value of \$0.50 (fifty cents) per share. The number of authorized shares shall not be reduced below 20,000.

ARTICLE V

Address of Registered Office and Name of Registered Agent

The address of the initial registered office of the corporation shall be 1103 Best Ave. Suite A, Coeur d'Alene, Idaho 83814. And the name of the registered agent at such address shall be Hank Wayman.

ARTICLE VI

Preemptive Rights

Shareholders shall have preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares. A preemptive right shall exist (1) to acquire shares issued to directors, officers or employees unless pursuant to approval by the affirmative vote of the holders of ninety (90) percent of the shares entitled to vote thereon or when authorized by and consistent with a plan therefor approved by such a vote of shareholders; (2) A preemptive right shall exist to acquire shares sold otherwise than for cash.

ARTICLE VII

Board of Directors

The number of directors of said corporation shall be not less than three (3) nor more than six (6) and as shall be provided for in the By-Laws of this corporation, none of whom need be shareholders in the corporation.

ARTICLE VIII

Initial Board of Directors

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are;

David L Deeds	1580 E. Lancaster Rd. Hayden Lake, Idaho	83835
Hank Wayman	1520 E. Lancaster Rd. Hayden Lake, Idaho	83835
Mike Duvall	1485 E. Stratford Dr. Hayden Lake, Idaho	83835

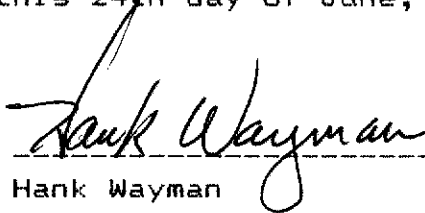
ARTICLE IX

Amendments

The corporation reserves the right to amend, alter, change or repeal any provision of these Articles in a manner now or hereafter permitted by the Idaho Business Corporation Act, except no amendment shall be made to Article IV, VI, VII, VIII, and IX without the written consent or the affirmative vote of the holders of ninety (90) percent of the issued and outstanding shares of voting stock. All rights and powers conferred herein on the shareholders and directors are subject to this reserved power.

The name and address of the incorporator is: Hank Wayman
1520 E. Lancaster Rd.
Hayden Lake, ID 83835

IN WITNESS WHEREOF, The party hereto has set his hand and caused this instrument to be executed in duplicate this 24th day of June, 1987, at Coeur d'Alene, Kootenai County, Idaho.


Hank Wayman

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 24th day of June, 1987, before me, Claudia Moser, a Notary Public in and for the state of Idaho, personally appeared Hank Wayman, known to me to be the person whose name is subscribed to the foregoing and acknowledged to be that he willfully executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal the day and year in this certificate as written previously.

Claudia J. Moser
NOTARY PUBLIC FOR IDAHO
Residing in Post Falls, Idaho