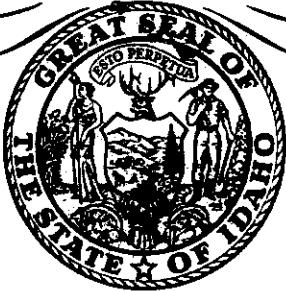


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

LOUIS E. CLAPP

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 the original of the articles of incorporation of

HENDERSON'S DAD & LAD, INC.

was filed in the office of the Secretary of State on the

Sixteenth

day

December
will be

A.D. One Thousand Nine Hundred

Sixty-six

and

duly recorded on Film No. Microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for Fifty years from the date hereof, with its registered office in this State located at Barley in the County of Canada.

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 16th day of December, 66,
A.D., 19

Secretary of State.

ARTICLES OF INCORPORATION

OF

HENDERSON'S DAD & LAD, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons, of full age and citizenship of the United States and of the State of Idaho, in order to form a corporation for the purposes hereinafter stated, pursuant to the statutes of the State of Idaho, do hereby certify as follows:

I

That the name of the corporation is HENDERSON'S DAD & LAD, INC.

II

The purpose for which said corporation is formed is to engage in the merchandising of clothing, the buying and selling of clothing and any and all allied businesses that may be in any way connected with the merchandising of clothing.

III

That the corporation is to have an existence for a period of 50 years.

IV

The location and post office address of the registered office of the said corporation is 1230 Overland Avenue, Burley, Cassia County, Idaho.

V

That the capital stock of said corporation shall be Fifty Thousand Dollars ~~hundred~~ (\$50,000.00) to be represented by ~~five~~ / (500) shares of stock to be of the denomination of One Hundred Dollars (\$100.00). All of said stock issued by said corporation shall be common capital stock thereof and be of the par value of One Hundred Dollars (\$100.00) each.

NIELSON & NIELSON
ATTORNEYS AT LAW
P. O. Box 367
BURLEY, IDAHO

That the names and addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	ADDRESS	NUMBER OF SHARES SUBSCRIBED BY EACH
James Henderson	2321 Burton, Burley, Idaho	240
Dorothy Henderson	2321 Burton, Burley, Idaho	239
Joyce Stott	186 West 900 South, Orem, Utah	10
Robert Stott	186 West 900 South, Orem, Utah	10
Sam Henderson	1508 Overland, Burley, Idaho	1

IN WITNESS WHEREOF, We have hereunto set our hands and seals this _____ day of November, 1966.

James Henderson
Dorothy Henderson
Joyce Stott
Robert Stott
Sam Henderson

STATE OF IDAHO)
: ss.
County of Cassia)

On this 23rd day of November, 1966, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES HENDERSON, DOROTHY HENDERSON, JOYCE STOTT, ROBERT STOTT and SAM HENDERSON, known to me to be the persons whose names are subscribed to the within and foregoing instrument 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 first above written.

Norm H. Jackson
Notary Public for Idaho
Residing at Burley, Idaho

My commission expires:
May 12, 1970

NIELSON & NIELSON
ATTORNEYS AT LAW
P. O. Box 367
BURLEY, IDAHO