



CERTIFICATE OF INCORPORATION
OF

TOYS and MORE, INC.

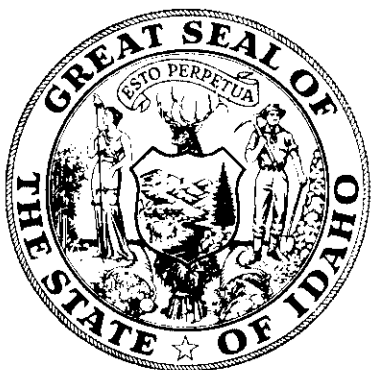
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

TOYS and MORE, INC.

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: February 24, 1982



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
TOYS and MORE, INC.

ARTICLE I.

The corporation formed herein shall be known, from the date of it's incorporation until later altered or said corporation is dissolved, as TOYS and MORE, INC.

ARTICLE II.

The corporation herein formed shall have a perpetual duration and shall remain in existence according to the laws of the State of Idaho until such time as said corporation is effectively dissolved by voluntary will, or by operation of law.

ARTICLE III.

The purposes of the corporation herein formed shall be to transact all lawful business for which corporations may be formed in the State of Idaho, as from time to time said corporation may deem desirable for benefit of said corporation; said benefits to be at the exclusive discretion of the Directors.

ARTICLE IV.

There shall be only one class of stock, known as Common Stock, issued by the corporation.

ARTICLE V.

The corporation shall be authorized to issue twenty-five

thousand (25,000) shares of captial Common Stock at a par value of ten cents (\$0.10) per share.

ARTICLE VI.

No capital Common Stock of the corporation shall be transferred by any holder thereof, except for the corporation, without first offering said capital Common Stock for sale to the corporation or any already existing shareholder, at a price equal to the lesser of the par value of said stock, the book value of said stock, or the market value of said stock.

ARTICLE VII.

The intital registered office of the corporation shall be located at 113 A South Main Street, P.O. Box 9247, Moscow, Idaho 83843.

ARTICLE VIII.

The initial registered agent of said corporation, residing within the State of Idaho, shall be E. BRIAN CHERNECKE, ESQ., whose address is 113 A South Main Street, P.O. Box 9247, Moscow, Idaho 83843.

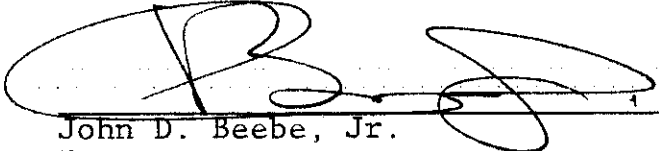
ARTICLE IX.

There shall be no fewer than one Director of the corporation; initially there shall be a single Director in said corporation to serve in such office until such time as there is a first meeting of shareholders to elect a permanent Director to serve in said position for a period of one year. The following person, namely, JOHN D. BEEBE, JR., of 9820 Easy Street, Hayden Lake, Idaho 83835, is to be the first Director of said corporation.

ARTICLE X.

The incorporator of TOYS and MORE, INC. is one JOHN D. BEEBE, JR., of 9820 Easy Street, Hayden Lake, Idaho 83835.

DATED this 23 day of December, 1981.

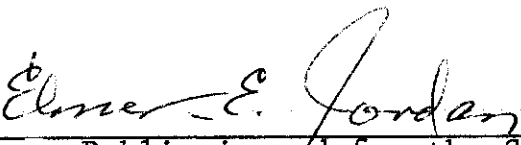

John D. Beebe, Jr.
Incorporator

STATE OF IDAHO }
County of Kootenai } ss.

On this 23 day of December, 1981, before me the undersigned, a Notary Public in and for said County and State, personally appeared JOHN D. BEEBE, JR., 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 hereunto set my hand and affixed my official seal the day and year last above written.

(SEAL)


Notary Public in and for the State of
Idaho.