

CERTIFICATE OF INCORPORATION  
OF

M & M FLY SHOP, INC.

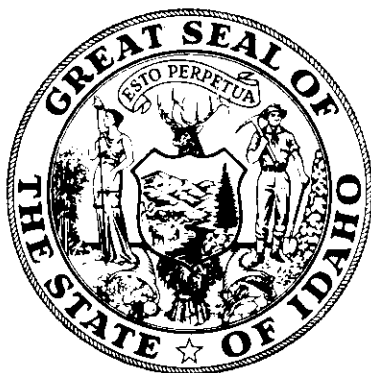
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

M & M FLY SHOP, 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: **September 26, 1984**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF

34 SEP 26 AM 10 25 M & M FLY SHOP, Inc.

SECRETARY OF  
STATE

The name of the corporation is M & M FLY SHOP, Inc..

2. The period of its duration is perpetual.
3. Its purpose is to transact the business of retail sale of fishing equipment and all other business not forbidden by law.
4. It shall have authority to issue Twenty Thousand (20,000) shares, all of one class, One Dollar (\$1.00) par value.
5. The name of its initial registered agent and the address of its initial registered office are:

W. Mark Imus  
Box C  
Parma, Idaho 83660

6. The number of directors constituting its initial board of directors is three (3), whose names and addresss are:

W. Mark Imus  
Box C  
Parma, Idaho 83660

Mary S. Imus  
Box C  
Parma, Idaho 83660

David C. Swisher  
5857 Kootenai Lane  
Boise, Idaho 83705

7. The name and address of each incorporator are:

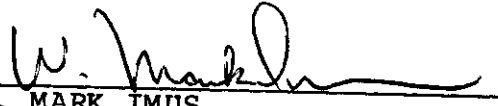
W. Mark Imus  
Box C  
Parma, Idaho 83660

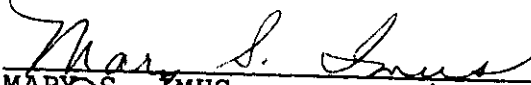
Mary S. Imus  
Box C  
Parma, Idaho 83660

David C. Swisher  
5857 Kootenai Lane  
Boise, Idaho 83750

8. The sale of any and all shares of stock issued by this corporation is restricted by the restrictions on the sale of stock set forth in a separate agreement titled, AGREEMENT RESTRICTING THE SALE OF STOCK OF M & M FLY SHOP, Inc., said restrictions are also contained in the By-Laws of this corporation.

IN WITNESS WHEREOF, The parties have executed this Articles the 25th day of September, 1984.

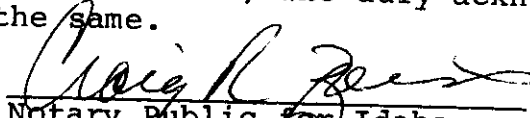
  
W. MARK IMUS

  
MARY S. IMUS

  
DAVID C. SWISHER

STATE OF IDAHO     )  
                              : ss.  
County of Canyon )

On the 25th day of September, 1984, personally appeared before me, W. MARK IMUS, MARY S. IMUS, and DAVID C. SWISHER, the signers of the within instrument, who duly acknowledged to me that they executed the same.

  
Notary Public for Idaho  
Residing at: Boise  
My commission expires: 7-87