

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WAYNE'S OF SUN VALLEY INCORPORATED

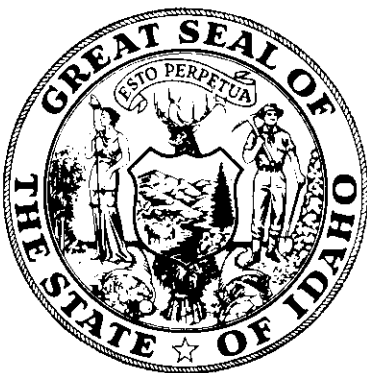
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

WAYNE'S OF SUN VALLEY INCORPORATED

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: March 28, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: Denise Heiler

ARTICLES OF INCORPORATION

OF

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WAYNE'S OF SUN VALLEY INCORPORATED

SECRETARY OF

STATE
The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLES I. NAME

The name of the Corporation is Wayne's of Sun Valley Incorporated.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are for the sale and distribution of sports equipment, wearing apparel and related accessories, and for the transaction of any or all other lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Number. The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is 1,000 shares. The aggregate par value of said shares is \$10.00, and the par value of each share is \$.01.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, and the Board of Directors in issuing stock of the Corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the shareholders of the Corporation.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 113 Syringa Drive, Sage Hill Townhouses, Elkhorn at Sun Valley, Idaho 83353, and the name of its initial registered agent is Wayne Joler, 113 Syringa Drive, Sage Hill Townhouses, Elkhorn at Sun Valley, Idaho 83353.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Jerome H. Powell	c/o Werbel, Grossman & McMillin 711 Fifth Avenue New York, New York 10022

ARTICLE VIII. INCORPORATOR

<u>Name</u>	<u>Address</u>
Jerome H. Powell	c/o Werbel, Grossman & McMillin 711 Fifth Avenue New York, New York 10022

DATED this 27th day of March, 1984.


Jerome H. Powell