



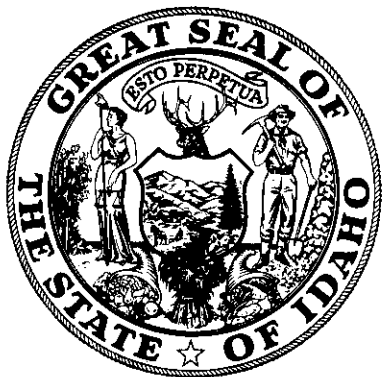
CERTIFICATE OF INCORPORATION  
OF

FALK'S FASHION WEARHOUSE, 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: August 6, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

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

ARTICLES OF INCORPORATION  
OF  
FALK'S FASHION WEARHOUSE, INC.

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ARTICLE I.

The name of the Corporation shall be Falk's Fashion Wearhouse, Inc.

ARTICLE II.

The period of duration shall be perpetual.

ARTICLE III.

The purposes for which the Corporation is organized shall be conducting the business of retail clothing sales and shall include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV.

The aggregate number of shares of which the Corporation shall have authority to issue shall be One thousand (1,000) shares of stock the par value of which shall be Ten Dollars (\$10.00) per share.

ARTICLE V.

The internal affairs of the Corporation shall be governed by the duly adopted bylaws of the Corporation.

ARTICLE VI.

The address of the Corporation's initial registered office shall be 104 Superior Street, Sandpoint, Idaho 83864, with a

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mailing address of P. O. Box C, Sandpoint, Idaho 83864; the name of the Corporation's initial registered agent at such address is Stephen F. Smith.

ARTICLE VII.

The number of directors constituting the initial Board of Directors shall be two (2); the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are Lloyd J. Andrews, of E. 10110 Green Bluff Road, Mead, Washington 99021 and Alan R. Adams, of 500 Grouse Meadows, Sandpoint, Idaho 83864.

ARTICLE VIII.

The name and address of the incorporator is as follows:  
Alan R. Adams, 500 Grouse Meadows, Sandpoint, Idaho 83864.

DATED: Aug 4, 1986.

BY:

  
Alan R. Adams