



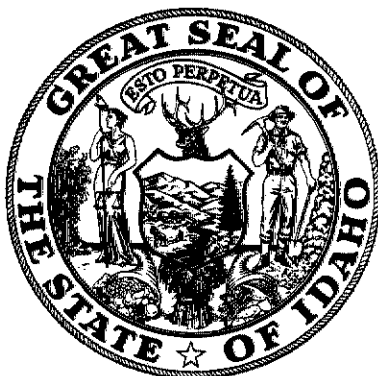
**CERTIFICATE OF INCORPORATION
OF**

CLASSIC COLLECTABLES, 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: February 22, 1988



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

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

RECEIVED
SEC. OF STATE

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CLASSIC COLLECTABLES, INC

The undersigned acting as incorporators of a corporation hereinafter referred to as the "Corporation" under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is CLASSIC COLLECTABLES, INC.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes and Powers

1. To acquire assets and operate and develop commercial endeavors for profit.
2. To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Idaho.
3. To have the capacity to act possessed by natural persons in the performance of such acts as are necessary or proper to accomplish its purposes and which are not repugnant to law.
4. Without limiting or enlarging the grant of authority contained in paragraph 3 of Article III, it is hereby provided that such corporation shall have authority:
 - a. To sue and be sued, appear, complain and defend in any court or equity, or before any board, commission or tribunal;
 - b. To have and use a corporate seal which may be altered at pleasure.

c. To receive, acquire, hold, purchase, dispose of, convey, mortgage and/or lease, real and personal property; to dispose of, sell, lease, assign, transfer, mortgage and/or convey any rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to purchase, guaranty take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

d. To appoint such officers, employees and agents as the business of the corporation may require and to allow them compensation.

e. To make by-laws not inconsistent with any existing law for the management of its business and property, the regulation and conduct of its affairs, and the certification and transfer of its stock.

f. To issue non-assessable shares and admit shareholders.

g. To wind up and dissolve itself, or to be wound up and dissolved in the manner provided by law.

h. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs, or for the purposes of the corporation;

i. To conduct business in this state, or states, District of Columbia, territories and colonies of the United States and its foreign countries, and to have one or more offices and places of business out of this state, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real and personal property situated out of this state, provided such powers are included within the objects set forth in its Articles of Incorporation;

j. To do all acts permitted by the law of the State of Idaho, and all such other acts as are necessary and expedient to accomplish its stated purposes except as limited by the laws of the State of Idaho.

k. To be a promoter, partner, member, associate or manager of other business enterprises or ventures, or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind.

5. The foregoing clauses shall be construed both as Purpose and Powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit in any manner the powers of the Corporation.

ARTICLE IV

THE LOCATION AND POST OFFICE ADDRESS OF REGISTERED OFFICE IN THE STATE OF IDAHO

The location of the Corporation registered office is 313 Village Square, McCall, Idaho 83638.

The post office address of the Corporation is P. O. Box 1275, McCall, Idaho 83638.

The name of the registered agent at such address is Christine Coleman.

ARTICLE V

DATA RESPECTING SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of common stock at \$1.00 par value per share. Such shares are the only class authorized. Transfer of all such shares are subject to the restrictions as set forth in detail in the By-laws of the Corporation; also a synopsis of such restrictions shall be set forth on the obverse side of all share certificates when and as they are issued.

ARTICLE VI

DATA RESPECTING INCORPORATORS

The name and address of the initial incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Christine Coleman	P. O. Box 1275, McCall, Id. 83638

ARTICLE VII

DATA RESPECTING INITIAL DIRECTORS

The name and post office address of the initial director named by the incorporators to serve until the first annual

meeting of the shareholders or until their successors are elected
and shall qualify is:

Name
Christine Coleman

Address
P.O. Box 1275, McCall, Id. 83638

EXECUTED this 19 day of February, 1988

Christine Coleman