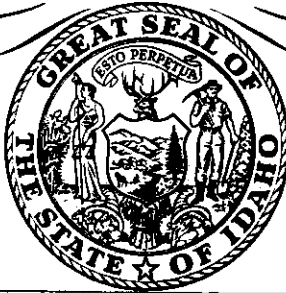


State of Idaho



Department of State

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

WESTERN MAIL ORDER, INC.

was filed in the office of the Secretary of State on the **Twentieth** day of **June**, A.D. One Thousand Nine Hundred **Sixty-one** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Twin Falls

in the County of

Twin Falls

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **June**, A.D., 19 **61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
WESTERN MAIL ORDER, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, all being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and to that end do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLE I.

NAME AND PLACE OF BUSINESS.

This corporation shall be known as WESTERN MAIL ORDER, INC., and shall conduct its business throughout the State of Idaho, and the other States of the United States, and in foreign countries.

ARTICLE II.

PURPOSE AND POWERS.

This corporation shall be and is formed for the following purposes:

(A) To sell memberships, entitling the holders thereof to make purchases through the corporation.

(B) To conduct business as distributors, wholesalers and retailers of goods, wares, merchandise and personal property of every class and description; and to purchase, hold, own, sell or otherwise dispose of or trade and deal in the same.

(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 as a corporation; to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge and/or otherwise dispose of or deal in shares, bonds, securities and debentures and other evidence of indebtedness of

its own and other corporations, domestic or foreign; to pledge, mortgage and otherwise encumber the assets of the corporation.

(D) To conduct business in this State and other states in the United States of America, to have one or more offices or places of business out of this State, and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of the State of Idaho.

(E) To enter into, make, perform and carry out contracts of every kind and for every lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, or any subdivision, district or department of any state, municipality or government, and to engage in association with other corporations, partnerships, associations and individuals in the joint operation of legitimate business endeavor, and to acquire, hold and purchase the assets, franchises, permits, and good will of other operational organizations of whatever legal capacity engaged in business pursuits similar to those of this corporation.

(F) To act as surety and guarantor in any and all types of engagements, including the power to execute, endorse and deliver contracts, and to guarantee the prompt and faithful performance and payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership, or corporations; and including also the power to act as an accommodation co-maker or guarantor of obligations either as a primary or secondary obligor.

(G) To do any and all such other acts, things and business in any manner connected with or necessary, incidental, convenient or auxiliary to any of the objects hereinbefore enumerated, or calculated, directly or indirectly, to promote the best interests of the corporation.

(H) The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause shall be in noway limited or restricted, by reference to, or inference from, the terms of any other clause, but shall be regarded as independent purposes and powers; and no recitation, expression, or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; it is hereby expressly declared that any other lawful purposes not inconsistent with these Articles are intended to, and hereby are, included as purposes and powers of this corporation.

ARTICLE III.

LOCATION AND POST OFFICE ADDRESS.

The registered office of this corporation in the State of Idaho shall be located at Twin Falls, Idaho, in the County of Twin Falls, and the post office address of the registered office of said corporation shall be 176 Carney Street, Twin Falls, Idaho.

ARTICLE IV.

TERM OF EXISTENCE.

Subject to dissolution in the manner provided by law, the duration of this corporation shall be perpetual.

ARTICLE V.

DIRECTORS.

The corporation shall be governed by a Board of Directors. The number of the members of the Board shall be fixed by the By-Laws of the corporation, except that such number shall be not less than three nor more than five. The qualifications, duties, powers, limitations and other factors relevant to the functioning of the Board of Directors shall be set out in the By-Laws of this corporation, subject to the laws of the State of Idaho.

ARTICLE VI.

AMENDMENT AND REPEAL OF BY-LAWS.

The Board of Directors of this corporation shall have the power to repeal and amend the By-Laws of this corporation, and shall have the power to adopt new By-Laws; this power may be exercised by the Board of Directors through a majority vote of that Board. By-Laws so repealed, amended, or adopted by the Board of Directors, subject to these Articles and the By-Laws of the corporation, shall be subject to re-enactment, amendment or repeal by the shareholders of this corporation at their regular meetings or at any meeting specially called for that purpose. A majority of the shareholders of the corporation may exercise the powers of re-enactment, amendment, or repeal heretofore set out. The By-Laws of this corporation shall regulate the manner of voting for this and other governing actions of the corporation.

ARTICLE VII.

AUTHORIZED STOCK.

The amount of authorized stock of the corporation shall be Two Hundred Fifty Thousand Dollars (\$250,000.00), divided into two thousand five hundred (2500) shares of common voting stock at the par value of One Hundred Dollars (\$100.00) each. None of the stock shall be preferred and none of it is restricted.

ARTICLE VIII.

NAMES AND ADDRESSES OF INCORPORATORS.

The amount of capital stock of the corporation which has been actually subscribed is three (3) shares, and the names and post office addresses of each of the incorporators and the number of shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Richard L. Jones	176 Carney Street Twin Falls, Idaho	1
Ferrell L. Jolley	2700 West Jefferson Boise, Idaho	1
James B. Jackson	517 West D Street Jerome, Idaho	1

IN WITNESS WHEREOF, The parties hereto have executed these
Articles of Incorporation this 5th day of May, 1961.

Richard L. Jones
Ferrell L. Galley
James B. Jackson

STATE OF IDAHO,
County of Twin Falls, } ss.

On this 5th day of May, 1961, before me, the undersigned,
a Notary Public in and for the State of Idaho, personally appeared
RICHARD L. JONES, 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 first above written.

G. E. Rayborn
Notary Public
Residence: Twin Falls, Idaho.

STATE OF IDAHO,
County of Twin Falls,) ss.

On this 5th day of May, 1961, before me, the undersigned
a Notary Public in and for the State of Idaho, personally
appeared FERRELL L. JOLLEY, 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 on the day and year first above written.

R. E. Rayburn
Notary Public
Residence: Twin Falls, Idaho.

STATE OF IDAHO,
County of Twin Falls,) ss.

On this 9th day of June, 1961, before me, the under-
signed, a Notary Public in and for the State of Idaho, personally
appeared JAMES B. JACKSON, 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 on the day and year first above written.

R. E. Rayburn
Notary Public
Residence: Twin Falls, Ida.