

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KINDERTOT, 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: June 29, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth Babala*

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RECORDED
SEC. 2-114
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ARTICLES OF INCORPORATION
OF
KINDERTOT, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is KINDERTOT, INC..

SECOND: The period of the corporation's duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to, the design, development, sale, and distribution of children's clothing, accessories, and related items.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 3,000, all of one class, at a par value of \$0.50.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulations of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 655 Maple Street, P.O. Box 309, Potlatch, Idaho 83855, and the name of its initial registered agent at such address is Donna L. Anderson.

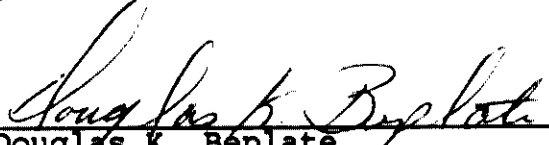
EIGHTH: The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas K. Beplate	6688 Royal Harvest Way, #11 Salt Lake City, Utah 84121
Joan M. Beplate	6688 Royal Harvest Way #11 Salt Lake City, Utah 84121
Donna L. Anderson	655 Maple Street, P.O. Box 309, Potlatch, Idaho 83855
Harold D. Anderson	655 Maple Street, P.O. Box 309, Potlatch, Idaho 83855

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Douglas K. Beplate	6688 Royal Harvest Way, #11 Salt Lake City, Utah 84121
Joan M. Beplate	6688 Royal Harvest Way, #11 Salt Lake City, Utah 84121
Donna L. Anderson	655 Maple Street, P.O. Box 309, Potlatch, Idaho 83855
Harold D. Anderson	655 Maple Street, P.O. Box 309, Potlatch, Idaho 83855

Dated 6-1-90, 1990.



Douglas K. Beplate



Joan M. Beplate



Donna L. Anderson



Harold D. Anderson

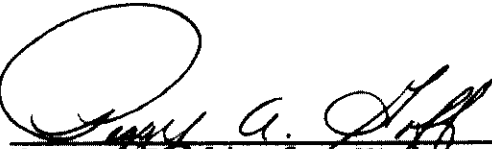
STATE OF UTAH)

County of Salt Lake)

ss.

On this 1st day of June, 1990, before me the undersigned a Notary Public for Utah, personally appeared Douglas K. Beplate and Joan M. Beplate, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

AS WITNESS, I place my hand and seal on the date written above.


Notary Public for Utah
Residing at: 1111 S. Lake
My commission expires: 7/26/90

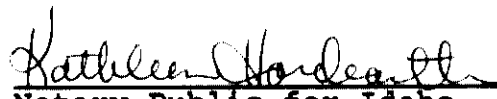
STATE OF IDAHO)

County of Latah)

ss.

On this 23 day of May, 1990, before me the undersigned a Notary Public for Idaho, personally appeared Donna L. Anderson and Harold D. Anderson, husband and wife, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

AS WITNESS, I place my hand and seal on the date written above.


Notary Public for Idaho
Residing at Moscow, Idaho
My commission expires: 9-10-91