



CERTIFICATE OF INCORPORATION
OF

U.S. MALE, INC.

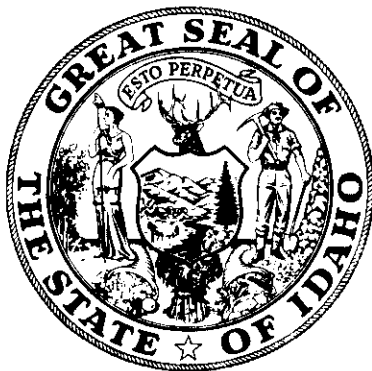
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

U.S. MALE, INC.

, 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 27, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

U.S. MALE, INC.

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, are natural persons of full age, citizens of the United States of America and residents of the State of Idaho. In order to form a corporation for the purposes stated below, pursuant to the Business Corporation Act of Idaho, we have voluntarily associated ourselves together; and we do hereby certify as follows.

1. NAME. The name of this corporation is U.S. Male, Inc.
2. DURATION. The corporation shall have perpetual existence.
3. PURPOSES. The corporation shall engage in lawful private enterprise for profit. Its business shall consist of the sale of clothing and related apparel. The corporation shall have all the powers granted or implied by the enabling statute cited above in order to conduct its business as herein described.
4. REGISTRY. The initial registered office of the corporation is located at Space 181, Pine Ridge Mall, Chubbuck, Idaho 83202. The names of the initial registered agents at that address at Steven J. Brown and Elizabeth A. Brown.
5. SHARES. The corporation is authorized to issue 100 shares, One Dollar (\$1.00) par value.
 - a. Classification. There shall be one class of shares, designated as "Class A Common Stock."
 - b. Rights. All shares issued for full consideration shall have voting rights, dividend participation rights, pre-emptive rights and other rights provided by law.
 - (1) "Pre-emptive rights" in this contract shall be deemed to apply to transfers of shares by shareholders as well as by the corporation.
 - (2) The corporation shall have first pre-emptive rights with respect to any proposed transfer of shares or change in ownership of shares; and the corporation is authorized to purchase or liquidate outstanding shares, as provided in the by-laws.
 - (3) Shareholders shall have second pre-emptive rights, and are authorized to redeem outstanding shares, as provided in the by-laws.
 - (4) Shares may be transferred among shareholders or to persons not yet shareholders only if notice of the proposed transfer is given in writing to the corporation and to the other existing shareholders, and the corporation within 60 days fails to

make a reasonable offer for purchase of the shares and the other shareholders also fail to make a reasonable purchase offer within 30 additional days. Moreover, a consent to election of taxable status under Subchapter S of the Internal Revenue Code shall be obtained from the transferee if such an election previously has been made and is in force, as specified in the by-laws; and the transfer must otherwise conform to the requirements of the law. Transfers of shares in violation of this section, unless the requirements of this section are waived in writing, are void ab initio.

6. INCORPORATORS. The name and post office address of each of the two incorporators and initial directors is as follows:

<u>Name</u>	<u>Post Office Address</u>
Steven J. Brown	835 Cahina Way Pocatello, Idaho 83204
Elizabeth A. Brown	835 Cahina Way Pocatello, Idaho 83204

7. BY-LAWS. The corporation shall adopt by-laws to govern the conduct of its internal affairs, subject to regulations contained in these articles. The by-laws shall prescribe generally the terms, qualifications, duties and compensation of directors and officers; the procedures for scheduling, giving notice of and conducting meetings; rules relating to the voting of shares; the form and distribution of certificates of shares; and other provisions which the corporation may from time to time deem necessary.

8. MISCELLANEOUS PROVISIONS.

a. Contracts. Subject to ratification requirements set forth below, the corporation may enter into any contracts or undertake any obligations permitted by law, within the scope of its business as herein described, including without limitation, employment agreements with individuals or bargaining agents, insurance agreements, trust agreements, and agreements to buy or sell the corporation's assets or stock. Such transactions shall conform to procedures specified in the by-laws when applicable.

b. Conflicts. In the event that the board of directors cannot reach a majority decision on a question affecting the conduct of the corporation's business, the board shall call a special shareholder's meeting. The shareholders shall, by a majority vote of the outstanding shares, elect a special, additional member of the board of directors (who need not be a shareholder) for the limited purpose of voting on the question at issue; and the board shall reconvene with the new member to consider the question.

c. Disclosure. Every director, officer or shareholder, and his agent or attorney, shall be granted access to the books and

accounts of the corporation at its registered office during ordinary business hours, except on holidays.

d. Ratification of Major Decisions. All decisions by the board of directors to sell or to encumber twenty five percent or more of the corporation's assets, to open a new and additional office from which to conduct the corporation's business, or to expand the scope of the corporation's business beyond that herein described, shall be ineffective until ratified by a two-thirds vote of all outstanding shares at a shareholders' meeting called on due notice.

9. AMENDMENTS. The corporation may, at any time, amend these articles by a two-thirds vote of all outstanding shares at a shareholders' meeting called on due notice.

IN WITNESS WHEREOF, we have signed these articles of incorporation on the 25th day of August, 1981.

Steven J. Brown
Steven J. Brown

Elizabeth A. Brown
Elizabeth A. Brown

STATE OF IDAHO)
) ss.
County of Bannock)

On this 25th day of AUGUST, 1981, before me, a notary public in and for said state, personally appeared Steven J. Brown and Elizabeth A. Brown, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal the day and year in this certificate first above written.

B. Lynn Winmill
Notary Public, State of Idaho
Residing at Pocatello

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