



CERTIFICATE OF INCORPORATION
OF

ASCENSION, INC.

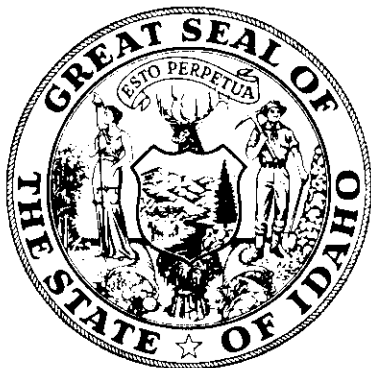
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASCENSION, 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 2, 1983**



SECRETARY OF STATE

by: _____

Aug 2 8 25 AM '83

ARTICLES OF INCORPORATION SECRETARY OF STATE
OF
ASCENSION, INC.

We, the undersigned, all being of legal age and citizens of the United States, hereby associate ourselves together to form a corporation under the laws of the State of Idaho, and for such purpose adopt Articles of Incorporation as follows:

First: The name of the corporation shall be Ascension, Inc.

Second: The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of retail sales of footwear and related merchandise.

Third: The duration of the corporation shall be perpetual.

Fourth: The initial location and address of the registered office of the corporation in the State of Idaho shall be as follows:

3610 E. Cleveland Blvd.
Caldwell, Idaho 83605

Fifth: The corporation shall have the authority to issue One Thousand (1,000) shares of common stock, with no par value. Such stock may be issued by the corporation from time to time by the corporation Directors thereof for the consideration as may be fixed by said Corporation Directors.

Sixth: In case a stockholder desires to sell their shares of stock, they must first offer them to Ascension, Inc., and any attempted sale in violation of this provision is null and void.

A stockholder desiring to sell said stock shall file notice with the secretary of the corporation, stating the terms of the sale, and such terms shall include a purchase price equal to the fair market value of such stock, if such can be established; or if there is no fair market value, then equal to the true value of each stock. Unless the sellers terms are accepted by within thirty (30) days thereafter, the corporation shall be deemed to have waived its privileges of purchasing.

Seventh: In the event of the death of any of the stockholders, the corporation shall have the right to purchase the stock of the deceased, on the same terms as provided in paragraph SIXTH of these articles.

Eighth: The name and address of each of the incorporators being of full age and citizens of the United States are as follows:

1. Nicholas B. Benedetto
3610 E. Cleveland Blvd.
Caldwell, Idaho 83605
2. Rosella L. Benedetto
3610 E. Cleveland Blvd.
Caldwell, Idaho 83605

Ninth: The number of Directors of this corporation shall be two (2), who need not be shareholders to act as Directors, and the names and addresses of the persons who are appointed to act as the first Directors and to hold office until the selection and qualifications of their successors are as follows:

1. Nicholas B. Benedetto
3610 E. Cleveland Blvd.
Caldwell, Idaho 83605
2. Rosella L. Benedetto
3610 E. Cleveland Blvd.
Caldwell, Idaho 83605

Meeting of the Board of Directors and Shareholders of this corporation may be held within or without the State of Idaho, pursuant to the laws of the State of Idaho.

Tenth: The Board of Directors shall have the power and authority to formulate, repeal and amend By-Laws of the corporation and to adopt new By-Laws, subject to the restriction provided by the laws of the State of Idaho.

Eleventh: The name and address of the initial registered agent of the corporation for the service of process or for all other legal purposes shall be E. C. Bevington, 216A 12th Ave. So., Nampa, Idaho 83651.

Twelfth: IN WITNESS WHEREOF, two (2) persons herein named as the incorporators and the first Directors have hereunto set their hands this 29th day of July, 1983.

Nicholas B. Benedetto
Nicholas B. Benedetto

Rosella L. Benedetto
Rosella L. Benedetto

Notary for State of Idaho
in witness to the above
Signatures - Res - Nampa,
Idaho - my Commission
expires 1986

H. J. Jool