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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

CLASSY THREADS, 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: March 12, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By

Sheryl Davies

ARTICLES OF INCORPORATION

of

CLASSY THREADS, INC.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of legal age and acting as an incorporator of a corporation, under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST:

The name of the Corporation is **CLASSY THREADS, INC.**

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose or purposes for which the corporation is organized are: transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH:

The aggregate number of shares which the corporation shall have authority to issue is Five Hundred Thousand (500,000) shares, all of which shall be common shares. The par value shall be \$1.00 per share.

FIFTH:

The address of the initial registered office of the corporation is 1359 Northgate Mile, Idaho Falls, Idaho 83401, and the name of the initial registered agent at such address is Colleen Ruston.

SIXTH:

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until

the first annual meeting of the shareholders, or until their successors are elected and shall qualify are:

Colleen Rushton
1359 Northgate Mile
Idaho Falls, Idaho 83401

R. J. Rushton
1359 Northgate Mile
Idaho Falls, Idaho 83401

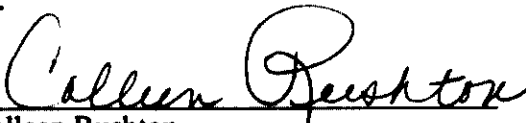
Dorothy Clements
1359 Northgate Mile
Idaho Falls, Idaho 83401

SEVENTH:

The name and address of the incorporator is:

Colleen Ruston
1359 Northgate Mile
Idaho Falls, Idaho 83401

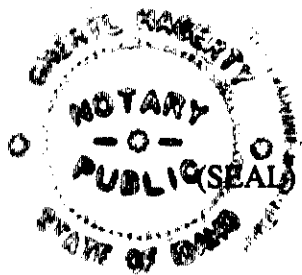
DATED this 10th day of March 1992.

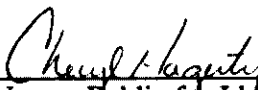

Colleen Rushton

STATE OF IDAHO)
 : ss.
COUNTY OF Bonneville)

On this 10th day of March, 1992, before me, the undersigned, a Notary public in and for the State of Idaho, personally appeared Colleen Ruston, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




Notary Public for Idaho
Residing at: Idaho Falls
My commission expires: 1-21-98