

FILED

ARTICLES OF INCORPORATION

OCT 30 3 52 PM '98

OF

SPORTS FAN CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

I

The name of the corporation shall be Sports Fan Corporation.

II

The corporation shall exist in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 9393 Fairview; Boise, Idaho 83704, and the name of the initial registered agent at that address shall be William N. Hawkes.

IV

The purposes for which this corporation is organized shall be and are:

- (1) To engage in retail marketing of sports apparel and novelty items.
- (2) To purchase, sell, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein.
- (3) To make contracts, borrow money and secure its obligations by mortgage or pledge of real and personal property.

(4) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

11/02/1998 09:00

which corporations may be

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V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

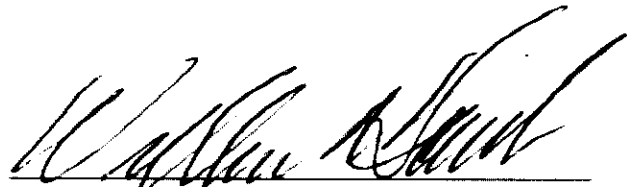
Name	Address
William N. Hawkes	3017 South Whitepost Way Eagle, Idaho 83616
Nancy Hawkes	3017 South Whitepost Way Eagle, Idaho 83616


The aggregate number of shares which this corporation shall have authority to issue shall be 10,000 shares without par value.

The name and address of the incorporators are as follows:

Name	Address
William N. Hawkes	3017 South Whitepost Way Eagle, Idaho 83616
Nancy Hawkes	3017 South Whitepost Way Eagle, Idaho 83616

IN WITNESS WHEREOF, We have hereunto set our hands this 27 day of October, 1998.

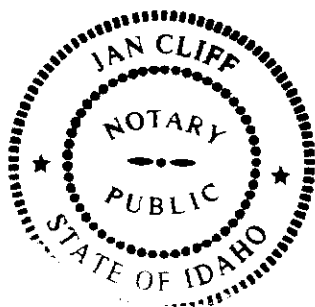

William N. Hawkes

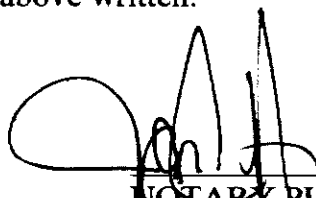

Nancy Hawkes

STATE OF IDAHO)
 : ss.
County of Ada)

On this 27 day of October, 1998, before me, a notary public in and for said county and state, personally appeared William N. Hawkes, 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 in this certificate first above written.

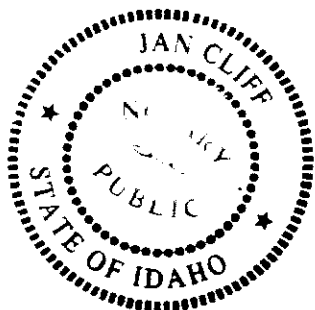




NOTARY PUBLIC FOR IDAHO
Residing at Base
My Commission Expires 5-6-02

STATE OF IDAHO)
 : ss.
County of Ada)

On this 27 day of October, 1998, before me, a notary public in and for said county and state, personally appeared Nancy Hawkes, 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 Base
My Commission Expires 5-6-02