

CERTIFICATE OF INCORPORATION
OF

DESIMO, INC.

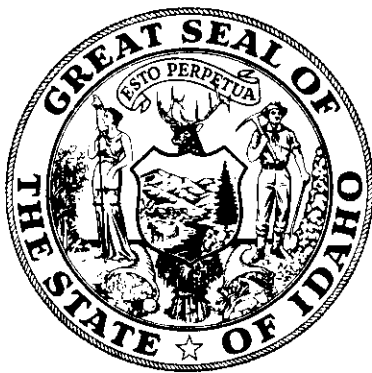
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

DESIMO, 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 May 20, 19 80.



SECRETARY OF STATE

Corporation Clerk

MAY 20 1 16 PM '80

ARTICLES OF INCORPORATION
SECRETARY OF STATE

OF

DESIMO, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

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

SECOND: The purposes and objects for which the corporation is formed are: any and all lawful business, purposes or activity including but not limited to carry on all or any of the businesses of dry goods merchants, cloth manufacturers, furriers, haberdashers, hosiers' manufacturers, importers, wholesale and retail dealers of and in textile fabrics of all kinds; milliners, dressmakers, mantua-makers, tailors, hatters, clothiers, furnishers, outfitters, gloves, lace manufacturers, feather dressers, and boot and shoe makers; and dealers of and in candy, music, leather goods, household furniture, ironmongery, china and glassware, crockery, and other household fittings and utensils, ornaments, bric-a-brac, stationery, notions, toys and fancy goods, meats and provisions, drugs, chemicals and other articles and commodities of personal and household use and consumption; and, generally, to deal in all manufactured goods, materials, provisions and produce.

THIRD: The corporation is to have perpetual existence.

FOURTH: The location and post office address of the registered agent is William F. Simons, 103 Crestline Drive, Boise, Idaho 83702.

FIFTH: The amount of capital stock of this corporation shall be and is 100,000 shares of stock of the par value of \$1.00 each, making an aggregate stock of \$100,000.00 which stock shall not be issued until fully paid for and once so issued shall be non-assessable.

SIXTH: The name and post office address of the incorporators and first Board of Directors and number of shares of each are:

William F. Simons	1 share
103 Crestline Drive	
Boise, Idaho 83702	

George DeVoe	1 share
1023 N. 21st	
Boise, Idaho 83702	

SEVENTH: The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH: The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws or in accordance with Section 30-139, Idaho Code. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH: Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

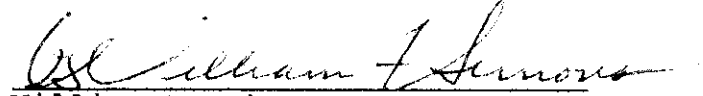
TENTH: A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two-thirds of the voting power of all shareholders.


ELEVENTH: No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLES OF INCORPORATION-2.

TWELFTH: The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the stockholders, represented in person or by proxy, at any annual meeting of the stockholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of MAY, 1980.

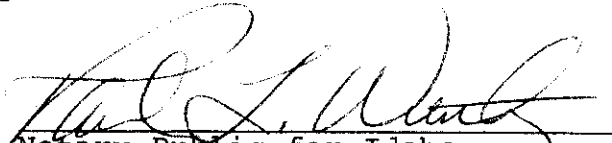

William F. Simons


George DeVoe

STATE OF IDAHO)
) ss.
County of Ada)

On this 19 day of MAY, 1980, before me, the undersigned, a Notary Public for the State of Idaho, personally appeared William F. Simons and George DeVoe, known to me to be the persons whose names are subscribed to the within and foregoing instrument and they acknowledged to me that they 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: STAN