



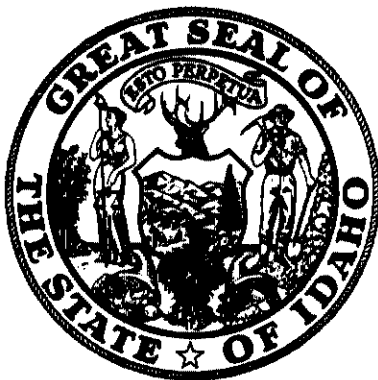
**CERTIFICATE OF INCORPORATION
OF**

LARAF'S, 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: September 25, 1991



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

LARAE'S, INC.

RECEIVED
SEC. OF STATE

'91 SEP 25 AM 8 42

The undersigned, acting as 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 LARAE'S, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including, but not limited to retail sales and distribution of luggage, travel accessories, and gift items.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 1191 Lavina Ave., Twin Falls, Idaho 83301, and the name of its initial registered agent at such address is Donna Miller.

SIXTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Donna Miller	1191 Lavina Ave., Twin Falls, Idaho 83301
Patsy Porter	1500 West 9th, Kennewick, WA 99336

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Donna Miller	1191 Lavina Ave., Twin Falls, Idaho 83301

DATED this 21 day of September, 1991.



DONNA MILLER
Incorporator

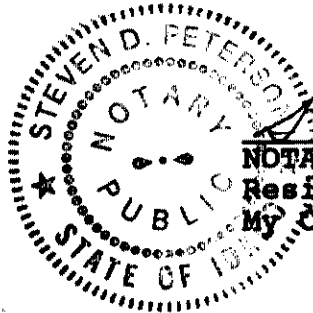
STATE OF IDAHO

County of Twin Falls

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) ss.
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On this 21 day of September, in the year of 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared DONNA MILLER, known or identified 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.



Steven D. Peterson
NOTARY PUBLIC

Residing at: Twin Falls, Id

My Commission Expires: 5-2-91

(LaRae's.Art)