

State of Idaho

Department of State

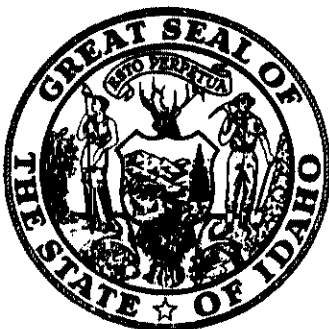
CERTIFICATE OF INCORPORATION OF

WESTBY'S BICYCLES, 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 14, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

MAR 14 4 04 PM '94
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
WESTBY'S BICYCLES, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Westby's Bicycles, Inc. ("Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000,000	No Par Value

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 877 Main Street, Suite 1000, Boise, Idaho, 83702, and the name of its initial registered agent at such address is Michael O. Roe.

IDAHO SECRETARY OF STATE
19940314 0900 62716 2
LK #: 14093 CUST# 20522
LUMP 1@ 120.00= 120.00

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial board of directors of the Corporation shall consist of a sole director as follows:

<u>Name</u>	<u>Address</u>
Ken G. Westby	1649 Meridian Street Meridian, ID 83642

**ARTICLE VII
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE VIII
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article VIII. No amendment to or repeal of this Article VIII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator are:

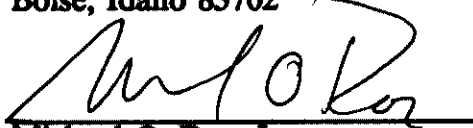
Name

Michael O. Roe

Address

877 Main Street, Suite 1000
Boise, Idaho 83702

Dated: 3/14/99



Michael O. Roe, Incorporator