State of Idaho

Department of State

CERTIFICATE OF INCORPORATION
OF

WOODED RIVER CLOTHING COMPANY
File number C 112362

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: October 16, 1995

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

Pete T. Cenarrusa
SECRETARY OF STATE

By _____

Oct 16 3 50 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

WOODED RIVER CLOTHING COMPANY

IDAHO SECRETARY OF STATE
10/17/95 9:00:00 AM
Customer # 21288
IVC960019143 16384
CORPORATION PROFIT
1 @ 100.00 = 100.00

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be **Wooded River Clothing Company**.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation, and the name of the initial registered agent at such address is Nancy L. Harris, 116 Garber St., Caldwell, Idaho 83605.

IV.

The purposes for which this corporation is organized are as follows: to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

This corporation shall have authority to issue one thousand (1,000) shares of stock; said aggregate number of shares being all of one class and with par value of $.01 per share.

VI.

The name and post office address of the incorporator is as follows:

Name	Address
Nancy L. Harris	116 Garber St. Caldwell, ID 83605

VII.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than five (5).

The following persons are named directors of this corporation to serve until their successors are elected and qualified:

Name	Address
Nancy L. Harris	116 Garber St. Caldwell, ID 83605
Richard E. Harris	116 Garber St. Caldwell, ID 83605

VIII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

IX.

No shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the note, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its board of directors to such persons and upon such terms as may to such board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

X.

To the fullest extent permitted by the Idaho Business Corporation Act, as it now exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

XI.

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles of Incorporation this 16th day of October, 1995.

Nancy L. Harris

Nancy L. Harris, Incorporator