

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

MEN'S WARDROBE, INC.,

was filed in the office of the Secretary of State on the **First** day of **February** A.D. One Thousand Nine Hundred **Sixty Two** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise in the County of **Ada.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **First** day of **February**, A.D., **1962**.

Secretary of State.

ARTICLES OF INCORPORATION

of

MEN'S WARDROBE, INC.

We, the undersigned, IRA K. SARLAT, JEANNE SARLAT and EUGENE C. THOMAS, desiring to form a corporation pursuant to Title 30, Chapter 1, Idaho Code, all being of legal age and citizens of the United States, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation in quadruplicate originals:

FIRST: The name of the corporation shall be

"MEN'S WARDROBE, INC."

SECOND: The registered office and post office address of the corporation shall be 929 Main Street, City of Boise, County of Ada, State of Idaho.

THIRD: The duration of the corporation is to be perpetual.

FOURTH: The purposes, object, nature and powers of the corporation shall be and are:

A. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain, and to sell, mortgage, lease as lessor, and otherwise dispose of retail stores or departments therein and to conduct a general merchandising business therein.

B. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

C. To engage in any commercial, industrial or agricultural enterprise calculated or designed to be profitable to this corporation

and in conformity with the laws of the State of Idaho.

D. Generally to engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

E. To purchase, hold, sell, loan, discount or rediscount, or otherwise deal with notes, drafts, all forms of commercial paper or other evidences of indebtedness or of contract; and to represent the buyer or seller in any such transaction, or anyone else, in or concerning the same.

F. To charge for any service rendered, duty performed or act done in or concerning any of the powers of authority which may be lawfully exercised hereunder, or to settle for same in money, property or any other thing of value.

G. To purchase, mortgage, hold in trust for others, sell, convey and generally deal in real and personal property of every kind and description.

H. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, either in this state or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinafter described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

I. To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

J. To purchase, hold, pledge and reissue shares of its own capital stock, insofar as the same may be done without impairing the capital stock of the corporation and as permitted by law; provided, however, stock so held shall not be entitled to voting rights or dividends.

K. In general, but in connection with the foregoing, said corporation shall have and exercise all powers conferred by the laws of the State of Idaho upon business corporations, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

L. The purposes specified herein shall be construed both as purposes and powers and shall be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

FIFTH: The amount of the capital stock of the corporation shall be One Hundred Thousand Dollars (\$100,000.00), consisting of One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: No stockholder shall be liable for the debts of the corporation for any amount greater than his unpaid subscription.

SEVENTH: The authority to make and to amend By-Laws for this corporation is hereby expressly vested in the Board of Directors, subject to the power of the stockholders to change or repeal such By-Laws at any regular or special meeting of shareholders called for that purpose.

EIGHTH: No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm or association, shall be affected or invalidated by the fact that any director or directors of this corporation is a party, or are parties, to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm

or association, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any wise interested.

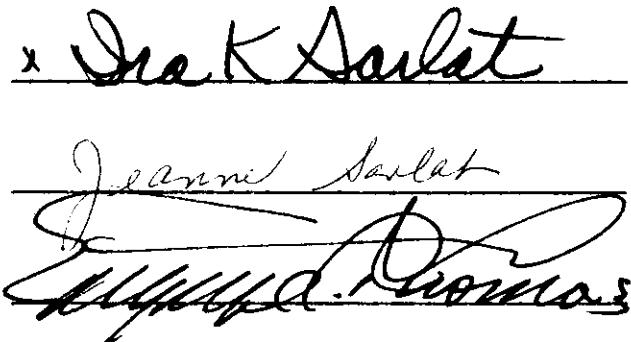
NINTH: Meetings of stockholders and directors may be held outside the State of Idaho, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation. Elections of directors need not be by ballot unless the By-Laws of the corporation shall so provide.

TENTH: Meetings of the shareholders and directors of the corporation for all purposes may be held at places outside the State of Idaho at such place or places as may from time to time be designated in the By-Laws or by resolutions of the Board of Directors.

ELEVENTH: The names and post office addresses of the incorporators and the respective number of shares subscribed by each are as follows:

<u>Names</u>	<u>Address</u>	<u>Number of Shares</u>
Ira K. Sarlat	1329 Tetonia Drive Boise, Idaho	One
Jeanne Sarlat	1329 Tetonia Drive Boise, Idaho	One
Eugene C. Thomas	3404 Kipling Road Boise, Idaho	One

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of January, 1962.



STATE OF IDAHO)
) ss
County of Ada)

On this 31st day of January, 1962, before me,
the undersigned, a Notary Public in and for said State, personally
appeared IRA K. SARLAT, JEANNE SARLAT and EUGENE C. THOMAS,
known to me to be the persons whose names are subscribed to the within
instrument, and 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.

Grace Shugens
Notary Public for Idaho
Residence: Boise, Idaho

(SEAL)