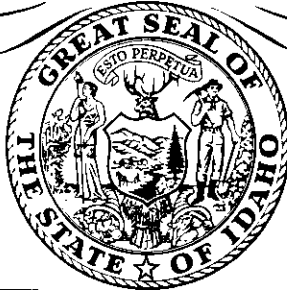


State of Idaho



Department of State.

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

FASHION FROLIX, INC.

was filed in the office of the Secretary of State on the **Twentieth** day of **March,** A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **118** 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 **20th** day of **March**, A.D., 19**62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

FASHION FROLIX

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being three natural persons of full age, and being all citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the business Corporation Act of the State of Idaho, do hereby adopt the following articles of incorporation, to-wit:

I

NAME

The name of this corporation shall be Fashion Frolix, Inc.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To engage in the general business of purchasing or otherwise acquiring, to manufacture, sell or otherwise dispose of, and to promote the sales of fashion wearing apparel and fashion products of any and all types in the City of Boise, Idaho, and adjacent thereto, and in any other place or places within the State of Idaho or within the United States of America; to purchase and acquire fashion products, and such other property, real or personal, as the Board of Directors shall determine from time to time and to engage in such activities and in such businesses as the Board of Directors shall designate or determine from time to time to promote and develop, own and operate fashion sales facilities of all types, and to acquire, hold, purchase, lease, convey, mortgage or otherwise dispose of real or personal property of every kind or nature whatsoever;

(b) To engage in the general business of buying and selling, either at wholesale or at retail, merchandise of all types and descriptions.

(c) To enter into, make perform and carry out contracts of every kind or nature with any person, firm or corporation, both municipal and private.

(d) To institute, enter into, carry on, assist, promote or participate in financial, commercial or industrial or other businesses or works, enterprises and operations of all types and descriptions.

(e) To acquire and pay for in cash, stock or bonds of the corporation or otherwise the good will, rights, assets and property and to undertake to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to sell, dispose of, lease, assign, transfer, mortgage and convey the rights, privileges, franchises, real or personal property of the corporation, other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, vote, sell, pledge or otherwise dispose of and exchange in shares, bonds, securities, debentures and other evidence of indebtedness of other corporations, domestic or foreign.

(f) To make, draw, accept, endorse, transact, execute and issue promissory notes, bills of exchange and other negotiable instruments.

(g) In furtherance of the purposes of the corporation, to incur debt and raise, borrow and secure the payment of money in any lawful manner, including the issuance and sale or other disposition of stocks, bonds, debentures, obligations, negotiable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

(h) To carry on any other business which may seem to the corporation capable of being financially carried on in connection with this business or calculated directly or indirectly to enhance the value or render profitable any of the corporation's property or rights.

(i) To perform any part of its business inside or outside of the State of Idaho and to do all things set forth herein to the same extent and as fully to all intents and purposes as a natural person might or could do.

(j) To purchase, hold, sell and transfer the shares of its own capital stock; PROVIDED, HOWEVER, that it shall not use its funds and property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly; to conduct business in this state, other states, the District of Columbia and in foreign countries and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose of or convey real or personal property situated outside of this state.

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all rights and powers conferred by the laws of the State of Idaho upon corporations and to do all acts necessary or expedient to accomplish the purposes herein enumerated.

III

DURATION

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

IV

REGISTERED OFFICE

The location and post office address of the principal place of business and registered office of this corporation shall be the City of Boise, County of Ada, State of Idaho.

V

CAPITAL STOCK

The amount of the capital stock shall be 240 shares at no par value. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation.

INCORPORATORS

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

NAME	POST OFFICE ADDRESS	NO. OF SHARES
Ronald G. Brown	Boise, Idaho	80 shares
W. Glenn Brown	Mountain Home, Idaho	80 shares
Glenn L. Brown	Boise, Idaho	80 shares

We, the undersigned, being each one of the original subscribers to the capital stock hereinbefore mentioned, for the purpose of forming a corporation to do business both within and outside of the State of Idaho, and pursuant to the laws of the State of Idaho, do make and file these articles of incorporation and we respectively agree to take the number of shares of stock hereinbefore set opposite our respective names.

IN WITNESS WHEREOF, we have hereunto set our hands in the City of Boise, County of Ada, State of Idaho, this 16th day of March, 1962.

Ronald G. Brown
Ronald G. Brown

W. Glenn Brown
W. Glenn Brown

Glenn L. Brown
Glenn L. Brown

STATE OF IDAHO,)
COUNTY OF ^{ELMORE} ADA,) ss.

On this 16th day of March, 1962, before me, the undersigned, a Notary Public in and for said State, personally appeared, Ronald G. Brown, W. Glenn Brown and Glenn L. Brown, known to me to be the persons whose names are subscribed to the foregoing 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.

M. S. Sander