



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SMITH'S BABY NEWS, INC.

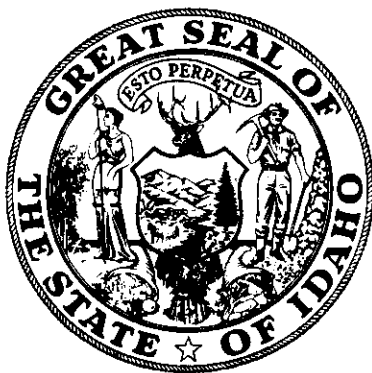
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SMITH'S BABY NEWS, INC.,

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 31, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF INCORPORATION
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OF

SMITH'S BABY NEWS, INC.

SECRETARY OF
STATE

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is SMITH'S BABY NEWS, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 25,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 3419 North Cole Road, Boise, Idaho 83704, and the name of its initial registered agent is at such address is Glen D. Smith.

SEVENTH

The number of directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Glen D. Smith	9770 Appling Drive Boise, Idaho 83704
Susan M. Smith	9770 Appling Drive Boise, Idaho 83704

EIGHTH


The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Glen D. Smith	9770 Appling Drive Boise, Idaho 83704

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of October, 1980.



Glen D. Smith