



**CERTIFICATE OF INCORPORATION
OF**

DUNPHY SPORTS, 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: November 1, 1988



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

DUNPHY SPORTS, INC.

Nov 1 4 45 PM '08
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 Dunphy Sports, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, at a par value of \$1.00 per share.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1509 Caldwell Boulevard, Nampa, Idaho, 83651 and the name of its initial registered agent at such address is Matthew Dunphy.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the

first annual meeting of shareholders or until his successor(s) is elected and shall qualify is:

NAME

ADDRESS

Matthew Dunphy

1509 Caldwell Boulevard
Nampa, Idaho 83651

NINTH: The name and address of the incorporator is:

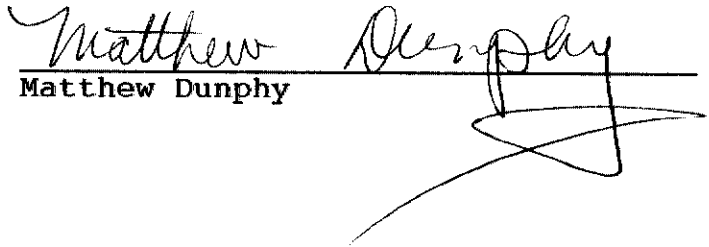
NAME

ADDRESS

Matthew Dunphy

1509 Caldwell Boulevard
Nampa, Idaho 83651

DATED this 31 day of October, 1988.


Matthew Dunphy