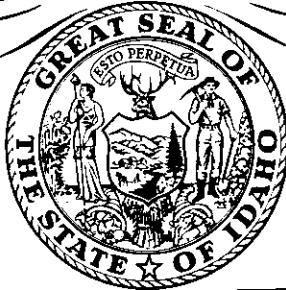


State of Idaho



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

KIDDY-VILLE, INC.

was filed in the office of the Secretary of State on the **Ninth** day
of **October**, A.D. One Thousand Nine Hundred **Sixty-two** and
duly recorded on Film No. **121** 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

Burley in the County of **Cassia**

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 **9th** day of **October**,
A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

OF

KIDDY-VILLE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a Corporation, for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "KIDDY-VILLE, INC."

ARTICLE II

The Corporation's purposes are:

1. To engage in and to conduct and carry on the business of buying, selling, distributing, and otherwise dealing in infants and children's clothing, shoes, accessories and other dry goods, cosmetics, toilet articles, and other manufactured goods.

2. To engage in, and to operate, conduct, maintain the business of buying, selling, or otherwise dealing in clothing for women, including maternity garments, clothing accessories, trimming and the like, and all such supplies, materials, related to such business.

3. To engage in, operate and conduct a business for the buying, selling, distributing or otherwise dealing in children's toys and to do such other things incident thereto.

4. To engage in and to carry on and conduct a retail business for the buying, selling and dealing in children's and infants furniture, fixtures of each type and character and all business incidental or in any way connected therewith.

5. To engage in any business related or unrelated to

that described in the foregoing paragraphs and from time to time authorized or approved by the Board of Directors of this Corporation.

6. To act as a partner or in a joint venture in any transaction.

7. To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in real estate, for the purpose of the Corporation, and to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character, whatsoever; to finance and purchase, improve, develop, construct any land and buildings belonging to or acquired by the Corporation, or any other person, firm, or corporation.

8. To have and exercise all rights, powers from time to time granted to the Corporation by the statutes of the State of Idaho, or such other place or places and states as the Corporation may from time to time conduct its business.

ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location of the principal office of business of the Corporation is 128 West 13th Street, Burley, County of Cassia, State of Idaho, and the Post Office address of the Corporation is 128 West 13th Street, Burley, Idaho.

ARTICLE V

The total number of shares which the Corporation is authorized to issue is Two Hundred Fifty (250) Shares, all of which shall be without par value. The Board of Directors may, from time to time, fix the consideration for which shares, without par value, shall be issued and sold, and when said shares are issued and sold, they shall be fully paid and non-assessable.

ARTICLE VI

That at all meetings of the Stockholders, every Stockholder of record shall be entitled to one vote for every share of stock standing in his or her name on the books of the Corporation. In the election of Directors, every Shareholder of record, calculating the number of votes to which he or she may be entitled, shall have the right to multiply the number of his or her shares by the number of Directors to be elected, and he or she may cast all such votes for any one candidate or may distribute them among two or more candidates.

ARTICLE VII

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

<u>Name</u>	<u>Address</u>	<u>Shares</u>
WILLARD PATTERSON	1910 Burton Ave. Burley, Idaho	1
GENEAL PATTERSON	1910 Burton Ave. Burley, Idaho	1
CHARLENE PICKETT	Murtaugh, Idaho	1

ARTICLE VIII

The Board of Directors shall consist of not less than three and not more than five Directors. During the term of office, or thereafter, the number of Directors may be increased or decreased from time to time as provided by the By-Laws; PROVIDED, HOWEVER, that the number of Directors constituting the Board, shall never be less than three nor more than five.

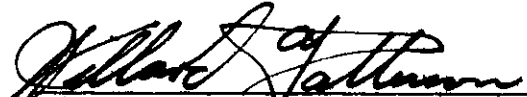
ARTICLE IX

The power to make, repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as upon the Shareholders.

ARTICLE X

No contract or other transaction between the Corporation or any other corporation, whether or not the majority of the shares of Capital Stock of such other corporation is owned by the Corporation, and no action of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in or are Directors or officers of such other corporation; any Director individually, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, and any Director of the Corporation, who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize such contract or transaction, and may vote thereon to authorize such transaction or contract with the same right, force and effect as if he were such Director or officer of this Corporation, for such other corporation and not so interested therein.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, this 1st day of AUGUST, 1962.


Willard Patterson


Geneal Patterson


Charlene Pickett

STATE OF IDAHO)
) ss
County of Cassia)

On this 1st day of AUGUST, 1962, before me, the undersigned, a Notary Public for said State, per-

sonally appeared WILLARD PATTERSON, GENEAL PATTERSON and CHARLENE PICKETT, 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.

(SEAL)


Notary Public for Idaho
Residing at Burley, Idaho