

State of Idaho

Department of State

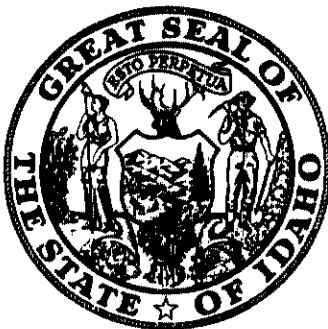
CERTIFICATE OF INCORPORATION OF

CHAPTER ONE BOOKSTORE, 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 19, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION

OF

CHAPTER ONE BOOKSTORE, INC.

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is CHAPTER ONE BOOKSTORE, 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 or all lawful 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 100 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 190 North Main Street, Ketchum, Idaho 83340, and the name of its initial registered agent at such address is Cheryl Welch.

SIXTH: The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Cheryl Welch	P. O. Box 1191 Hailey, Idaho 83333
Claudia Harris	P. O. Box 2204 Hailey, Idaho 83333
Holly Welch	P. O. Box 790 Ketchum, Idaho 83340

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Cheryl Welch	P. O. Box 1191 Hailey, Idaho 83333

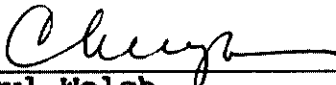
Claudia Harris

P. O. Box 2204
Hailey, Idaho 83333

Holly Welch

P. O. Box 790
Ketchum, Idaho 83340

DATED this 17 day of November, 1992.


Cheryl Welch


Claudia Harris


Holly Welch

INCORPORATORS

STATE OF IDAHO)
County of Blaine) ss.

I, ROBERT M. HARWOOD, a Notary Public, do hereby certify that on this 17 day of November, 1992, personally appeared before me, CHERYL WELCH, CLAUDIA HARRIS and HOLLY WELCH, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.


NOTARY PUBLIC
My Commission Expires: 11/2/93