



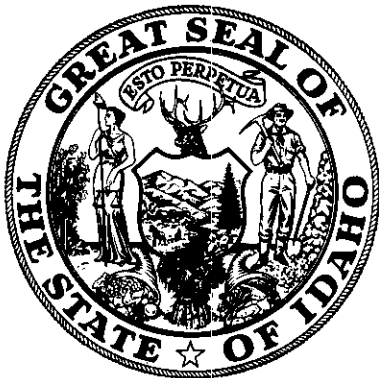
**CERTIFICATE OF INCORPORATION
OF**

CHILD'S PLAY, 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 4, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sally J. Clark*

ARTICLES OF INCORPORATION

OF

CHILD'S PLAY, INC.

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

FIRST: The name of the corporation is Child's Play, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To conduct any lawful business authorized by the provisions of the Idaho Business Corporations Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000, all of one class \$.10 par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: As set out in the By-Laws of the Corporation.

SEVENTH: The address of the initial registered office of the corporation is 310 Monsanto Boulevard, Soda Springs, Idaho 83276, and the name of its initial registered agent at such address is Cecilia A. Wallace.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two, 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>
Ernest Joe Wallace	HC70, Box 3036 Soda Springs, Idaho 83276
Cecilia A. Wallace	HC70, Box 3036 Soda Springs, Idaho 83276

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Joe Wallace	HC70, Box 3036 Soda Springs, Idaho 83276
Cecilia A. Wallace	HC70, Box 3036 Soda Springs, Idaho 83276

DATED: 10 - 8, 1985.



Ernest Joe Wallace



Cecilia A. Wallace

INCORPORATORS