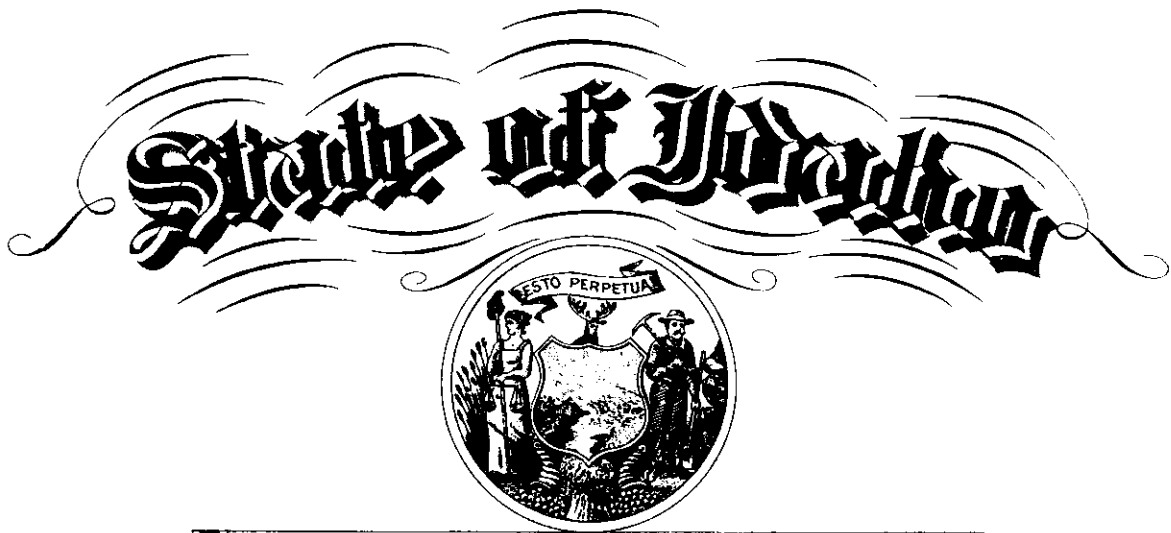




Department of State.

CERTIFICATE OF INCORPORATION

I, JAS H. YOUNG, 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

SUBURBAN SHOP, INCORPORATED

was filed in the office of the Secretary of State on the 22nd day of October A.D. One Thousand Nine Hundred Fifty-eight and duly recorded on Film No. 101 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 Boise in the County of Ada

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 22nd day of October, A.D., 19 58.

Secretary of State.

ARTICLES OF INCORPORATION
OF
SUBURBAN SHOP, INCORPORATED

* * *

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

ARTICLE I

That the name of this corporation is SUBURBAN SHOP, INCORPORATED.

ARTICLE II

That the purposes and objects for which the corporation is formed are:

- (a) To buy, sell, trade in, distribute and otherwise deal in any and all types and kinds of, both as retailer and as wholesaler, men's wear, men's furnishings, suits, clothing, wearing apparel, accessories and novelties, and generally goods, wears and merchandise of every type, kind, nature and description, including the exportation and importation thereof;
- (b) To conduct and carry on a general retail and/or wholesale business, dealing in all merchandise, articles of trade, things and materials, as are or may be sold in general or department stores or other establishments or places of business;
- (c) To conduct and carry on the aforesaid business and to employ agents, salesmen, employees or servants for carrying on any business of the corporation, and to engage in and conduct any and all lines of mercantile business either as principal or agent, for others on commission, consignment or otherwise;

(d) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, goods, wares and merchandise of every kind, nature and description;

(e) To buy, sell, lease, let, mortgage, exchange or otherwise acquire or dispose of lands, lots, houses, buildings and real property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, scrip, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law;

(i) To acquire, hold, sell, reissue, or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provided, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly;

(j) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(k) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

(l) To have one or more offices to carry on all or any part of its operations and business, and to do all and every thing necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association or corporation;

(m) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said state, or under any act manedatory thereof or supplemental thereto or substituted therefor;

It is expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location, postoffice address and registered office of the corporation shall be at Boise, Idaho.

ARTICLE V

The amount of the capital stock of this corporation shall be and is Twenty-five Thousand (\$25,000.00) Dollars, divided into two hundred fifty (250) shares of the par value of One Hundred (\$100.00) Dollars per share, said stock to be nonassessable.

ARTICLE VI

The names and addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Harris Falk	Boise, Idaho	1 share
Earl Zimmerman	Boise, Idaho	1 share
Bruce Leonard	Boise, Idaho	1 share

ARTICLE VII

The private property of the shareholders of this corporation shall not be subject to the payment of corporate debts or obligations to any extent whatever, and the shares of the capital stock of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be three (3).

ARTICLE IX

The Board of Directors of this corporation is expressly authorized to repeal or amend the By-Laws of the corporation, and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by a majority vote of the shareholders, represented in person or by proxy at any annual meeting of the shareholders, or at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and
seals this 22nd day of October, 1958.

Bruce Leonard
Earl Zimmerman
Harris Falk

STATE OF IDAHO)
) ss.
County of Ada)

On this 22nd day of October, 1958, before me, the
undersigned, a Notary Public in and for said State, personally
appeared HARRIS FALK, EARL ZIMMERMAN and BRUCE LEONARD, known
to me to be the persons whose names are subscribed to the
within 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.

M. J. Lane
Notary Public for Idaho
Residence: Boise, Idaho