

State of Idaho

Department of State.

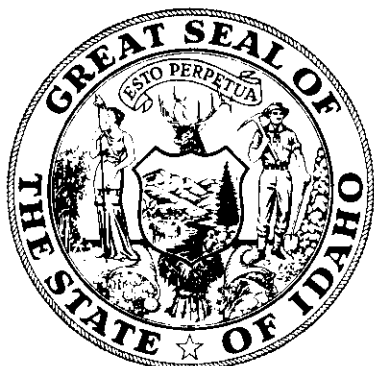
CERTIFICATE OF AUTHORITY OF

MARK'S WORK WEARHOUSE, LTD., OF WYOMING

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MARK'S WORK WEARHOUSE, LTD., OF WYOMING for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to MARK'S WORK WEARHOUSE, LTD., OF WYOMING to transact business in this State under the name MARK'S WORK WEARHOUSE, LTD., OF WYOMING and attach hereto a duplicate original of the Application for such Certificate.

Dated February 22, 19 82



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

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Mark's Work Wearhouse, Ltd., of Wyoming

2. *The name which it shall use in Idaho is Mark's Work Wearhouse, Ltd., of Wyoming

3. It is incorporated under the laws of Wyoming

4. The date of its incorporation is October 29, 1981 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is
2441 Foothill Blvd.
Rock Springs, Wyoming 82091

6. The street address of its proposed registered office in Idaho is
4155 Yellowstone Hwy.
Chubbuck, Idaho 83201, and the name of its proposed registered agent in Idaho at that address is J. Craig Fetzer ^{as per} Mrs. Billings

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Retail Clothing

8. The names and respective addresses of its directors and officers are:

** Name	Office	Address
<u>Bruce Libim</u>	<u>Secretary</u>	<u>3200 Shell 400 4th Avenue S.W. Calgary, Alberta T2H 2H8</u>
<u>J. Craig Fetzer</u>	<u>President</u>	<u>2911 Nila Way Holladay, Utah 84117</u>
<u>Marcus Warren Blumes</u>	<u>Marketing V. President</u>	<u>#370, 7330 Fisher St., SE Calgary, Alberta, T2H 2H8</u>
<u>Morley Alla Blumes</u>	<u>Executive V. President</u>	<u>#370, 7330 Fisher St., SE Calgary, Alberta, T2H 2H8</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>common</u>	<u>no par value</u>
_____	_____	_____
_____	_____	_____

** 8. (continued)

Stephen Wright Treasurer

#370, 7330 Fisher St. SE
Calgary, Alberta, T2H 2H8
(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
10,000	common	no par value
_____	_____	_____
_____	_____	_____

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated _____, 19____.

By

[Signature]

Its _____ President

and _____

Its _____ Secretary

STATE OF Utah)

COUNTY OF Salt Lake) ss:

I, Margie Stephens

, a notary public, do hereby certify that on this 12th day of February, 19 82, personally appeared before

me J. Craig Fetzer

, who being by me first duly sworn, declared that he is the President of Mark's Work Wearhouse, Ltd., of Wyoming

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

[Signature]

Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



STATE OF WYOMING
Secretary of State

I hereby certify that this is a true
and complete copy of the docu-
ment as filed in this office.

Theresa L. Humphrey
Secretary of State

STATE OF WYOMING
FILED
AT 1:15 pm

OCT 29 1981

188019
THERESA L. HUMPHREY
SECRETARY OF STATE

By *Theresa L. Humphrey*
Date: *December 1, 1981*

ARTICLES OF INCORPORATION

OF

MARK'S WORK WEARHOUSE, LTD. OF WYOMING

I, the undersigned natural person, over the age of
twenty-one (21) years, acting as incorporator of a corporation
under the Wyoming Business Corporation Act, adopt the following
Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is MARK'S WORK WEARHOUSE,
LTD. OF WYOMING.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSES

The corporation shall have unlimited power to engage in
and to do any lawful act concerning any or all lawful businesses
for which corporations may be organized under the laws of the
State of Wyoming.

ARTICLE IV

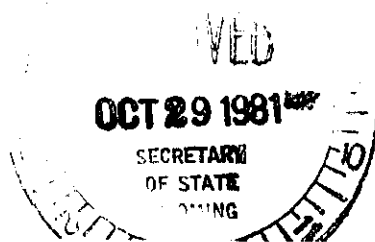
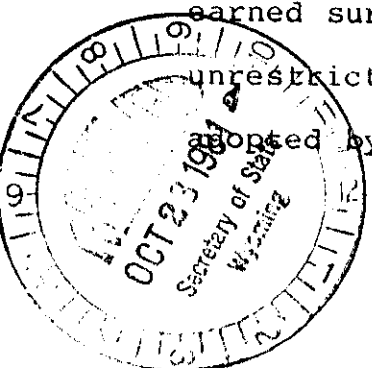
AUTHORIZED SHARES

The aggregate number of shares which the corporation
shall have authority to issue is 50,000 common shares, no par
value. All shares issued by the corporation shall be fully paid
and nonassessable and shall have equal rights.

ARTICLE V

RIGHT TO PURCHASE SHARES

A. The corporation shall have the right to purchase
its own shares to the extent of its unreserved and unrestricted
earned surplus and also to the extent of its unreserved and
unrestricted capital surplus in accordance with a resolution
adopted by its Board of Directors.



B. The Board of Directors of the corporation may designate such committee or committees as it determines in accordance with the law to exercise such authority as the Board of Directors shall delegate in the resolution designating such committee or committees.

ARTICLE VI

MINIMUM PAID-IN CAPITAL

The corporation will not commence business until consideration of the value of at least \$500 has been received for the issuance of shares.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 1720 Carey Avenue, Cheyenne, Wyoming 82001, and the name of the initial registered agent at that address is C T Corporation System.

ARTICLE VIII

PREEMPTIVE RIGHTS CUMULATIVE VOTING

The shareholders shall not have preemptive rights to acquire additional securities of the corporation. There shall be no cumulative voting by the shareholders for election of directors of the corporation.

ARTICLE IX

DIRECTORS

The corporation shall have a minimum of three (3) directors and a maximum number of directors as set by the Bylaws of the corporation. Until their successors are duly elected and qualified, the original directors shall be the following:

<u>Name</u>	<u>Address</u>
J. Craig Fetzer	2911 Nila Way Holladay, Utah 84117
Morley Alla Blumes	#370, 7330 Fisher Street, S.E. Calgary, Alberta T2H 2H8
Marcus Warren Blumes	#370, 7330 Fisher Street, S.E. Calgary Alberta T2H 2H8



ARTICLE X

INCORPORATOR

The incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Richard L. Blanck	424 East 500 South Salt Lake City, Utah 84111

ARTICLE XI

INDEMNIFICATION

As the Board of Directors may from time to time provide in the Bylaws, the corporation may indemnify its officers, directors, agents and other persons to the full extent now or hereafter permitted by the laws of the State of Wyoming.

IN WITNESS WHEREOF, the above-named incorporator has executed these Articles of Incorporation on this 21st day of October, 1981.

Richard L. Blanck
RICHARD L. BLANCK

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

I, KAREN FISHER, Notary Public, hereby certify that on the 21st day of OCTOBER, 1981, personally appeared before me RICHARD L. BLANCK, who being by me first duly sworn, severally declared that he is the person who signed the foregoing Articles of Incorporation as incorporator, and that the statements therein contained are true.

Karen Fisher
NOTARY PUBLIC
Residing in: SALT LAKE COUNTY, UTAH

My Commission Expires:
4/4/84