



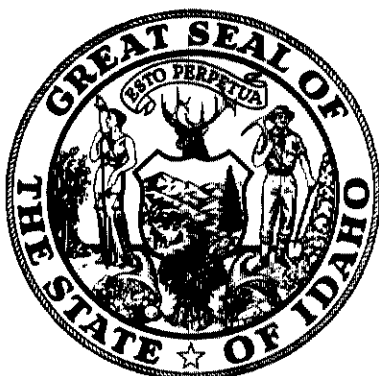
**CERTIFICATE OF INCORPORATION
OF**

IMAGINATIONS, 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: April 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zappa*

ARTICLES OF INCORPORATION
of IMAGINATIONS, INC.

90 filed
The undersigned, natural persons of age of twenty-one (21) or more, acting as incorporators of a corporation under the corporation laws of the State of Idaho, Title 30, Chapter 1, Idaho Business Corporation Act (as amended through 1989), adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is Imaginations, Inc.

ARTICLE TWO

The period of duration of the corporation is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under Idaho State laws, including but not limited to:

(a) To buy, sell, export, import, and generally deal in, at retail or wholesale, as owners, jobbers, distributors, factors, or consignees, or any other capacity, all merchandise and supplies of every kind and character.

(b) To buy, sell, own, mortgage, pledge and otherwise deal in stocks, bonds, notes, debentures, mortgages, real estate, and other investments.

(c) To manufacture, buy, sell, export, import, and deal at retail and wholesale in food products of every nature and description, and in any other articles which may be conveniently or advantageously handled in conjunction with the foregoing business.

(d) To buy and sell all kinds of merchandise, and act as factors, generally.

(e) To acquire, own, hold, manage, and control real and personal property of every description, including stock in any other corporation, and to sell and convey mortgages, pledge, or lease or otherwise dispose of such property or any part thereof.

(f) To enter into general partnership agreements with another corporation, or corporations, whether organized under the laws of the State of Idaho or otherwise, and/or any individual, individuals or partnership.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) with no par value.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 113 Cedar Street, Sandpoint, Idaho 83864, and the names of the registered agents at such address are: Waid and Barbara Kay Woodruff.

ARTICLE SIX

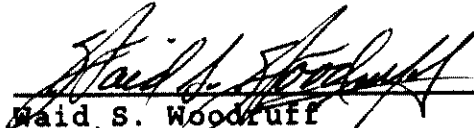
The number of directors constituting the initial Board of Directors is two (2) and the names of the persons who are to serve as directors until such time as their successors are elected or qualified are: Waid S. Woodruff, 4055 Highway 200 East, Sandpoint, ID 83864; and Barbara Kay Woodruff, 4055 Highway 200 East, Sandpoint, ID 83864-9436.


ARTICLE SEVEN

The names and address of the incorporators are:
Waid S. and Barbara K. Woodruff
4055 Highway 200 East
Sandpoint, ID 83864 - 9436

ARTICLE SEVEN

The Shareholders may amend the Articles of Incorporation from time to time by a two-thirds majority vote, in any and as many respects as may be desired, so long as such amendments contain only such provisions as are lawfully contained in the original Articles of Incorporation at the time of making such amendment pursuant to Title 30, Chapter 1, Paragraph 58 of the Idaho Business Corporation Act.


Waid S. Woodruff


Barbara K. Woodruff

STATE OF Idaho

County of Bonner

} ss.

On this 24th day of March, 1990 before me,

Debbie Tuman, a Notary Public in and for said State,
personally appeared Ward S. Woodruff &

Barbara K. Woodruff known or identified to me to be the
person(s) whose name(s) is/are subscribed to the within instrument, and
acknowledged to me that they executed the same.

Debbie Tuman
Notary Public for: Parkhandle State Bank
Residing at: Sandpoint, ID 83864
Commission Exp: 1-8-95

First American Title Company, Inc.

ACKNOWLEDGMENT—ORDINARY