



**CERTIFICATE OF INCORPORATION
OF**

PERFECT WORK, 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: **July 02, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION

OF

PERFECT WORK, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the laws and code of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be: PERFECT WORK, INC.

ARTICLE II

The corporation is to have perpetual existence.

ARTICLE III

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

a) To conceive, design, pattern, grade, cut and mark; and produce, market and sell any style, type, size or form of sewn products, to include: clothing, sportswear, activewear and outerwear for men, women and children; bags, packs, cases and luggage; tarps, covers, awnings, tents and banners.

b) To cut, mark and produce any or all of the above products, or any other similar products, under written contract, to other corporations, vendors, businesses or individuals.

c) To determine a set price, cost or value on any or all goods that are produced, designed or otherwise contracted, by this corporation.

d) To engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Laws of the State of Idaho.

e) To engage in all such activities as are incidental or conducive to the attainment of the purposes of this corporation or any of them and to exercise any and all powers authorized or permitted to be done by a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses of this Article III shall each be construed as purposes and powers, and the matters expressed in each clause shall be in no way limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers; and nothing contained in these clauses shall be given to this corporation by law or otherwise.

ARTICLE IV

This corporation shall have authority to issue **FIFTY THOUSAND** (50,000) shares of common stock, and each share shall have a par value of **ONE DOLLAR** (\$1.00).

ARTICLE V

Preemptive rights of Shareholders to acquire additional shares of stock of the corporation shall exist and not be limited.

ARTICLE VI

The authority to make By-Laws for the corporation is hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Laws fixing their qualifications, classifications, terms of office or compensation without first securing the approval of the shareholders.

ARTICLE VII

The shareholders reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the corporation herein are granted subject to this reservation.

ARTICLE VIII

The name of the initial registered agent and the address of the initial registered office is:

Mark R. Miller
3727 Seltice Way
Coeur d' Alene, ID 83814

ARTICLE IX

The management of this corporation shall be vested in a Board of Directors; the number of initial directors shall be four (4) and the subsequent number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

Mark R. Miller	E. 10805 7th	Spokane, WA 99206
Cheryl L. Miller	E. 10805 7th	Spokane, WA 99206
Paulette E. Ward	E. 4015 26th	Spokane, WA 99223
Robert L. Satterfield	E. 4015 26th	Spokane, WA 99223

ARTICLE X

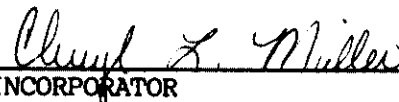
The name and address of each incorporator is as follows:

Mark R. Miller	E. 10805 7th	Spokane, WA 99206
Cheryl L. Miller	E. 10805 7th	Spokane, WA 99206
Paulette E. Ward	E. 4015 26th	Spokane, WA 99223
Robert L. Satterfield	E. 4015 26th	Spokane, WA 99223

IN WITNESS WHEREOF The incorporators have hereunto set their hands in duplicate originals this twenty eighth (28th) day of June, 1990.



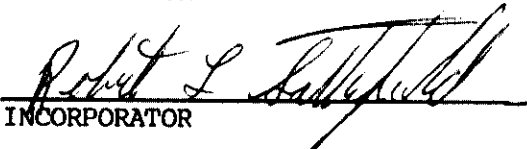
INCORPORATOR



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