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State of Idaho

Department of State

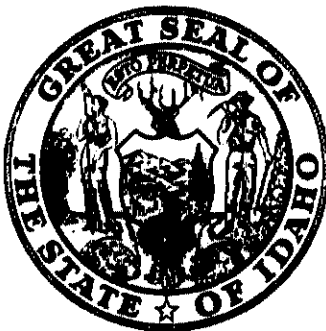
CERTIFICATE OF INCORPORATION OF

JUST JULIE'S, 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: September 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Debbie Hoken

Corporation Clerk

ARTICLE OF INCORPORATION
OF
JUST JULIE'S, INC.

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The undersigned, natural persons, of the age of 21 or more, acting as incorporators under the provision of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is JUST JULIE'S, INC.

ARTICLE II

PERIOD OF DURATION

The duration of the corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

Section 1. Purposes. The purposes for which the corporation is organized are as follows:

(a) To engage in the general retail marketing of clothing and wearing apparel attire, and to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose and all activities incident or related thereto; and

(b) To carry out any other lawful business purposes to the extent not prohibited by law.

Section 2. Powers. This corporation shall have all the powers specified or permitted pursuant to the general business corporation laws of the state of Idaho.

ARTICLE IV

STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares with a par value of \$1.00 per share.

There shall be one class of stock.

ARTICLE V

PROVISIONS FOR REGULATION OF THE CORPORATION'S INTERNAL AFFAIRS

Section 1. Meetings of Shareholders and Directors. Meetings of the shareholders and directors of this corporation may be held either within or without the state of Idaho, at such place of places as may, from time to time, be designated in the bylaws or by resolution of the Board of Directors.

Section 2. Bylaws. The initial bylaws of this corporation shall be adopted by its Board of Directors. The power to amend or appeal the bylaws or adopt a new set of bylaws shall be in the shareholders, but the affirmative vote of the holders of 51% of the shares outstanding shall be necessary to exercise that power. The bylaws may contain any provisions for the internal regulation and management of the corporation that are consistent with the Idaho General Business Corporation Act and these Article of Incorporation.

Section 3. Compensation of Directors. The Board of Directors shall have the authority to make provisions for the reasonable compensation to its members for the services as directors and fix the basis and conditions upon which this compensation shall be

paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is: 150 South Main Street, Suite B
Pocatello, Idaho 83204

The name of the initial registered agent of the corporation is: Julie Rene

ARTICLE VII

INFORMATION ON DIRECTORS

The initial Board of Directors shall consist of two members.
The names of the members on the Board of Directors shall be:

Julie Rene, President
Ron Rene, Secretary/Treasurer

The address for the initial Board of Directors shall be:

150 South Main Street, Suite B
Pocatello, Idaho 83204

Said initial Board of Directors shall remain in office until the first annual shareholders or until their successors be elected and qualified.

ARTICLE VIII

DIRECTOR AND SHAREHOLDER LIMITATION OF PERSONAL LIABILITY

The personal liability of a director to the corporation or its stockholder for monetary damages shall be eliminated or limited to the greatest extent allowed by law and the corporation shall

indemnify and hold such individuals harmless to the greatest extent permitted by law, consistent with Idaho Code § 30-1-54(2).

ARTICLE IX

INFORMATION ON INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

Julie Rene
150 South Main Street, Suite B
Pocatello, Idaho 83204

Ron Rene
150 South Main Street, Suite B
Pocatello, Idaho 83204

The effective starting date of this corporation shall be October 1, 1991.

IN WITNESS WHEREOF, the undersigned, being incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 25th day of September, 1991.



JULIE RENE



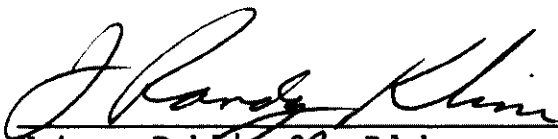
RON RENE

STATE OF IDAHO)
 ss
COUNTY OF BANNOCK)

On this 25th day of September, 1991, before me, a notary public, in and for said County and State, personally appeared JULIE RENE and RON RENE, known to me to be the persons whose names are subscribed to the foregoing 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.

(SEAL)



Notary Public for Idaho
Residing at: Pocatello, Idaho
My Commission Expires: 5/20/92