

State of Idaho

Department of State

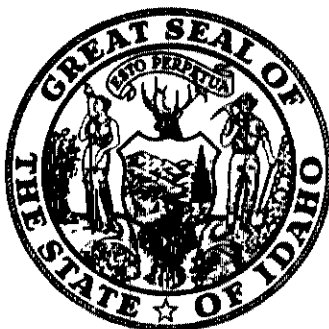
CERTIFICATE OF INCORPORATION OF

CATHY ANN'S BOUTIQUE, INC.
File number C 106897

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 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By 

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF
CATHY ANN'S BOUTIQUE, INC.

IDaho SECRETARY OF STATE
19940707 0900 11730 2
JX #: 2033 DIST# 38931
CORP
100.00= 100.00

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act adopts the following articles of incorporation:

ARTICLE ONE

Corporate Name.

The name of the corporation is CATHY ANN'S BOUTIQUE, INC.

ARTICLE TWO

Purpose.

The nature of the business and the objects and purpose to be transacted, promoted, and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

To do all and everything necessary, suitable and proper for and incident to the accomplishment of the purposes enumerated above, and for the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things,

incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is granted.

IN FURTHERANCE AND NOT IN LIMITATION Of the general powers conferred by the laws of the State of Idaho, and of the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

To borrow or loan money with or without security therefor; to issue promissory notes, bonds, debentures, mortgages, security agreements of all kinds, and other evidences of indebtedness.

To make, enter into and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, state or the federal government.

To have one or more offices to conduct its business and promote its objects within and without the State of Idaho, in other states and territories of the United States, or other countries, subject, however, to the laws and limitations of such state, territory or country; and to maintain divisions, branches, or companies under other names although wholly owned by this corporation.

To purchase or otherwise acquire lease, assign, mortgage, pledge or otherwise dispose of any trade names, trade marks, concessions, inventions, formulas, improvements, processes of any nature whatsoever, copyrights and letters patent of the United

States and foreign countries.

And to issue shares of the capital stock of this corporation in return for mining claims, patents, leases, subleases, assignments and reassignments, property, tangible and intangible, and for services actually rendered to the corporation; such shares to have preemptive rights.

ARTICLE THREE

Duration.

That the existence of the corporation is to be perpetual after its incorporation, unless sooner dissolved or disincorporated pursuant to law.

ARTICLE FOUR

Registered Office and Agent.

That the place where its principal business is to be transacted and the registered office of the corporation in this State shall be at 52 North Bridge, St. Anthony, Idaho. The name of the corporation initial registrative agent at such address is Cathy Ann Winters.

ARTICLE FIVE

Authorized Stock

The total number of shares which the Corporation shall have the authority to issue is 30,000 shares with \$1.00 par value.

The stock of the Corporation is divided into 30,000 shares of a single class, each share having equal rights and each share having one (1) vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX

Additional Shares

The corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock; provided that the same shall be in accordance with applicable laws.

ARTICLE SEVEN

Subscribed Stock

That the amount of the capital stock which has been actually subscribed and paid for is the sum of one hundred shares, and following are the names of the persons, their addresses and the number of shares by whom the same have been subscribed, to-wit:

<u>Name of Subscriber</u>	<u>Address</u>	<u>No. of Shares</u>
Cathy Ann Winters	52 North Bridge St. Anthony, Idaho 83445	15,000

ARTICLE EIGHT

Management

That the management of this corporation shall be vested in a board of not less than two nor more than nine directors as may be fixed by the by-laws. The directors shall be elected at the annual meeting of the stockholders to be held at the general office of the corporation in said 52 North Bridge, St. Anthony, Idaho, unless at a different place designated by the board of directors, at a time in each year, to be designated by the by-laws, and until such election, the directors of said corporation shall be:

Cathy Ann Winters	52 North Bridge St. Anthony, Idaho 83445
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Annie Ruth Winters

603 South 2nd
Davis, Oklahoma

Linda Petersen

P.O. Box 237
McCammon, Idaho

ARTICLE NINE

By-Laws

The By-Laws of this corporation may be adopted by the shareholders in the manner provided for by the laws of the State of Idaho.

ARTICLE TEN

Incorporators

The name and address of each incorporator is listed below:

Cathy Ann Winters

52 North Bridge
St. Anthony, Id 83445

IN WITNESS WHEREOF, I have hereunto set my hand and seal this _____ day of _____, 1994.


CATHY ANN WINTERS

STATE OF IDAHO)
) ss.
County of Fremont)

I, Patricia L. Smith, a notary public, do hereby certify that on this 1st day of July, 1994, personally appeared before me CATHY ANN WINTERS, who, being by me first duly sworn, declared that she is the President of Cathy Ann's Boutique, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(seal)

Patricia L. Smith
Notary Public for the State of Idaho
Residing at: St. Anthony, Idaho
My Commission expires: 1-11-2000