



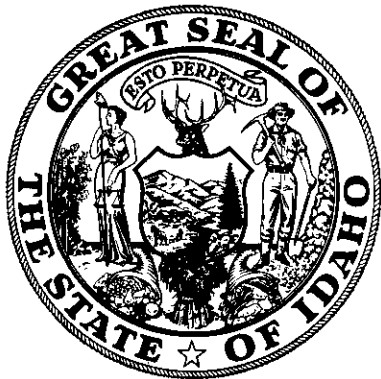
CERTIFICATE OF INCORPORATION
OF

PEDDLER'S WAGON, 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 22, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Lucy J. Clark*

ARTICLES OF INCORPORATION
OF
PEDDLER'S WAGON, INC.

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THE UNDERSIGNED Incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

PEDDLER'S WAGON, INC.

ARTICLE II

The purposes and objects for which the corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might, or could do, namely:

a. To engage in the retail sale of all articles of food, food supplies, wines, beverages, candies, confections, and other retail merchandise.

b. To acquire and to hold, develop, improve, subdivide, lease, construct, exchange, mortgage, sell, convey, finance or otherwise dispose of or deal in, real estate.

c. To borrow or raise money for any of the purposes of the corporation and in connection therewith to grant collateral or other security, either alone or jointly with any other person, firm, or corporation and to make and issue

promissory notes, drafts, bonds, debentures, and other evidences of indebtedness; and to lend and advance money, extend credit, take notes, open accounts, and every kind of evidence of indebtedness and collateral security in connection therewith.

d. To buy, sell, and own any class of stock in other corporations.

And in general, to do any and all things and to exercise any and all powers which now or hereafter might be lawful for a corporation to do or exercise, under and in pursuance of the Business Corporations Act of the State of Idaho, or of any other law which now or hereafter might be applicable to this corporation.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The address of the corporation's initial registered office in the State of Idaho is 329 Park Avenue, City of Idaho Falls, County of Bonneville, State of Idaho. The names of the corporation's initial registered agents at such address are Rex S. Redden and John M. Ohman.

ARTICLE V

The authorized capital stock of this corporation is 10,000 shares, with \$1.00 par value, designated as common stock.

ARTICLE VI

No sale of shares shall be made by any shareholder to any person who is not a shareholder of the corporation, except as follows:

a. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the corporation, he shall first submit to the shareholders of the corporation satisfactory evidence of the agreement to purchase such shares by such third person and the price agreed to be paid therefore.

b. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then shares shall be sold to the shareholders of the corporation in such proportionate amounts as the respective shareholdings bear to all of the shares held by the shareholders of the corporation.

c. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth.

d. No shares shall be sold to any person other than the shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

e. Notice in writing to the shareholders of the corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price as hereinabove set forth. Shareholders shall have thirty-days time after the receipt of such notice within which to elect in writing to purchase such shares or to decline to do so.

ARTICLE VII

The amount of capital stock which has been subscribed and paid for is the sum of 900 shares, and following are the names of the persons, their addresses and numbers of shares by whom the same have been subscribed, to wit:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
REX S. REDDEN,	390 North Ridge Idaho Falls, ID 83401	300
MELINDA REDDEN	390 North Ridege Idaho Falls, ID 83401	300
JOHN M. OHMAN	P.O. Box 621 Idaho Falls, ID 83402	150
SUSAN M. OHMAN	P.O. Box 621 Idaho Falls, ID 83402	150

ARTICLE VIII

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 this corporation in the City of Idaho

Falls, County of Bonneville, State of Idaho, on the 20th day of the first month after the close of the taxable year of each year, at a time to be determined by the By-Laws, or at such other time and place as the directors may so designate; and until such election, the officers and directors of said corporation shall be Melinda Redden, President; Rex Redden, Vice President; John M. Ohman, Secretary; Susan M. Ohman, Treasurer.

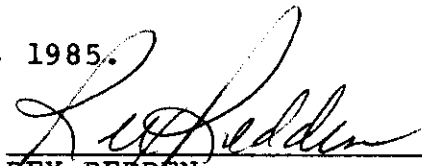
ARTICLE IX

The power to enact, repeal and amend the By-Laws of the corporation and to adopt new By-Laws is hereby conferred upon the directors as well as the shareholders to be exercised by such vote of such directors or of the allotted shares as the case may be, not less, however, than the majority thereof as may be fixed by the By-Laws.

ARTICLE X

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho as provided by the By-Laws.


EXECUTED This July 19, 1985.



REX REDDEN



MELINDA REDDEN



JOHN M. OHMAN



SUSAN M. OHMAN

STATE OF IDAHO)
)
County of Bonneville)

On July 19, 1985, before me personally appeared REX REDDEN and MELINDA REDDEN, known to me to be the persons whose names are subscribed on the foregoing instrument, and acknowledged to me that they executed the same.

Gail Christensen
NOTARY PUBLIC
Residing at Idaho Falls, Idaho
Commission expires 7-6-88

STATE OF IDAHO)
)
County of Bonneville)

On July 19, 1985, before me personally appeared JOHN M. OHMAN and SUSAN M. OHMAN, known to me to be the persons whose names are subscribed on the foregoing instrument, and acknowledged to me that they executed the same.

Gail Christensen
NOTARY PUBLIC
Residing at Idaho Falls, Idaho
Commission expires 7-6-88