

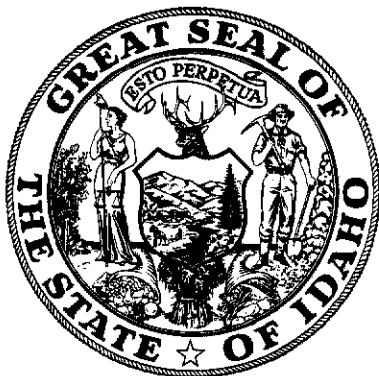
**CERTIFICATE OF INCORPORATION
OF**

THE ROCKY MOUNTAIN TRADING CORPORATION

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: **February 11, 1986**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
THE ROCKY MOUNTAIN TRADING CORPORATION

FEB 11 2 47 PM '86
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a Corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

I.

The name of the Corporation is: THE ROCKY MOUNTAIN TRADING CORPORATION.

II.

The purposes for which said Corporation is formed are:

(a) The general nature of its business shall be the buying and selling of general merchandise of all kinds and descriptions, and may include all related activities in advertising, mail order, direct selling and buying. Connected therewith the leasing, buying, owning or dealing with real property in any form is authorized, and all financing transactions and agreements incident to the operation of the business are authorized. The corporation is specifically empowered to enter into any legal business arrangement of any kind whatsoever, and whensoever, and to do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore 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 organized.

(b) without particularly limiting or restricting any of the powers of the Corporation, the Corporation shall have the power to issue bonds and other obligations and shares of its capital stock in payment to property purchased or acquired by it or any other lawful object in and about its business; to borrow money and to make and issue notes, bonds, debentures and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, and to mortgage or pledge any stocks, bonds or other real and personal property; to make and perform contracts of every description; and to do any and all other things and exercise any and all affairs which a natural person could or would do, and exercise that which may now or hereafter be authorized by law;

(c) to conduct business in this State, or other States, the District of Columbia, the Territories, Possessions, and Dependencies of the United States, and in Foreign countries, and to have one or more offices out of this State.

III.

The period of existence and duration of the life of this Corporation shall be perpetual.

IV.

The location of the registered office of the Corporation is:

5330 Farrow Street, Boise, Idaho. *Registered agent is Edward A. Johnson*
E.A.J.

V.

The amount of the Capitol Stock of the Corporation shall be 11,000 shares of One Dollar (\$1.00) par stock, which stock shall be issued fully paid and non-assessable, and shall all be of one class and each stockholder shall be entitled to one vote for each share of stock held by him.

VI.

The names and post office addresses of the Incorporators^{and initial directors} and the ^{Edg} number of shares subscribed by each are as follows:

Name:	Address:	No. of Shares:
Edward A. Johnson	5330 Farrow Street, Boise, Idaho	
Janice M. Johnson	5330 Farrow Street, Boise, Idaho	
Paul E. Johnson	5330 Farrow Street, Boise, Idaho	

VII.

Management of this Corporation shall be vested in a Board of Directors consisting of three members, who shall be elected by the Stockholders for a term of one year. No person shall be eligible to the office of Director who is not a Stockholder of Record, said Director shall hold office until successors are elected and qualified.

VIII.

The officers of this Corporation shall be a President, a Vice-President, Secretary and Treasurer. One person may be Secretary and Treasurer, or one person may be Secretary and another Treasurer, at the discretion of the Board of Directors. Such officers shall be elected by the Board of Directors and the Board of Directors shall elect and appoint such officers and agents as they may deem advisable and define the authority of each and prescribe their duties.

IX.

In furtherance and not in limitation of the powers conferred by law, the Board of Directors are especially authorized:

(a) to sell, convey, buy, lease, or otherwise acquire, hold, dispose of real and personal property in the name of the Corporation.

(b) to delegate the authority of the Board in such manner as the Board of Directors may desire to the President or other executive officer or officers of the Corporation.

(c) to remove at any time any officer elected or appointed by the Board of Directors.

(d) To amend the By-Laws of the Corporation at any regular or special meeting of the Board of Directors called for that purpose.

(e) To hold, purchase, sell or in any manner deal in or become beneficially interested in the Capitol stock or assests of other corporations, foreign or domestic.

X.

The first annual meeting of the stockholders for the election of Directors and transaction of other business shall be held at 5330 Farrow Street, Boise, Idaho, on the 1st Monday of February, 1986, and the annual meeting of the stockholders shall be held on the 1st Monday of February each year thereafter, unless said day is a holiday in which case the meeting shall be held over to the following day which is not a holiday, at the hour of 10:00 a.m.. The Board of Directors may by resolution duly adopted thirty (30) days before said annual stockholders meeting, change the place of the Stockholders meeting to be held without the State of Idaho as in any such resolution may be provided.

XI.

The vote for election of Directors shall be election conducted in such manner and form as may be provided by law or the By-Law of the Corporation.

XII.

Special meetings for the stockholders may be called by the Board of Directors or by a stockholder in the manner provided by law and the By-Laws of the Corporation, and meetings of the Board of Directors may be called by the President or by the Vice-President of the Corporation with notice as required by law.

XIII.

The Board of Directors are expressly authorized without the assent of the vote of the stockholders to make, alter, amend or rescind the By-Laws of this Corporation.

XIV.

These Articles of Incorporation may be changed, altered and amended at any stockholders meeting by the vote of the Stockholders representing the majority of the Stock present at such meeting.

XV.

Private property of the stockholders shall not be liable for Corporate debts.

IN WITNESS WHEREOF, We have hereunto set our hands this

1 day of February, 1986.

Edward A. Johnson

Paul E. Johnson

Janice M. Johnson

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 1st day of February, 1986, before me the undersigned Notary Public in and for said State, personally appeared Edward A. Johnson, Janice M. Johnson, and Paul E. Johnson, 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.

Lorena M. Taylor

Notary Public for Idaho
Residing at Boise, Idaho