



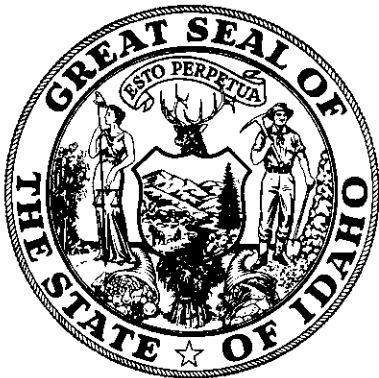
**CERTIFICATE OF INCORPORATION
OF**

VELMA ARLENE, 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 12, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

VELMA ARLENE, INC.

RECEIVED
SEC. OF STATE
85 JUL 12 PM 2 58

KNOW ALL PERSONS BY THESE PRESENTS: That, we 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:

ARTICLE ONE
NAME

The name of the corporation shall be VELMA ARLENE, INC.

ARTICLE TWO
PURPOSES AND POWERS

The purposes for which the corporation is organized are as follows:

(1) To buy, market and sell children's clothing as well as maternity wear.

(2) In connection with the above-mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other ACTS TO THE EXTENT PERMITTED UNDER Chapter 1 of Title 30 of the Idaho Code, and any present and future amendments thereto.

ARTICLE THREE
PRINCIPAL OFFICE

The post office address of the principal office of the corporation in the State of Idaho is Room 113, 16 - 12th Avenue South, Nampa, Idaho 83651.

ARTICLE FOUR
REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 624 3rd Street South, Nampa, Idaho 83651. The name of the corporation's initial registered agent at such address is Roger L. Williams, whose address is same as stated above.

ARTICLE FIVE
INCORPORATORS

The name and post office address of each incorporator is:

Velma A. Green, 9999 Star Acres Dr., Star ID 83669

Douglas Duane Taylor 808 Elder, Nampa ID 83651

Kimberly Ann Taylor 808½ Elder, Nampa ID 83651

ARTICLE SIX
DIRECTORS

The names of the persons appointed to act as the directors until the first annual meeting or until their successors are duly chosen and qualified are:

Velma A. Green, Douglas Duane Taylor and

Kimberly Ann Taylor

ARTICLE SEVEN
CAPITALIZATION

The aggregate number of shares of stock that the corporation is authorized to issue is 100,000 shares, which shares shall be common stock with no par value.

ARTICLE EIGHT
DURATION

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Nampa, Idaho, on the 28th day of June, 1985.



VELMA A. GREEN



DOUGLAS DUANE TAYLOR



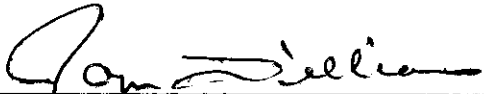
KIMBERLY ANN TAYLOR

STATE OF IDAHO)
) §.
County of Canyon)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, do hereby certify that on this day, personally appeared before me VELMA A. GREEN, DOUGLAS DUANE TAYLOR and KIMBERLY ANN TAYLOR, who, being by me first duly sworn, declared that they are the only incorporators referred to in Article Five of the foregoing Articles of Incorporation, and that they signed these Articles as such and that the statements contained therein are true.

WITNESS my hand and Notarial Seal on this 28th day of
June, 1985.

*(SEAL)



NOTARY PUBLIC OF IDAHO
Residing at Nampa, Idaho
My Commission is for life.
My bond expires: Life