

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

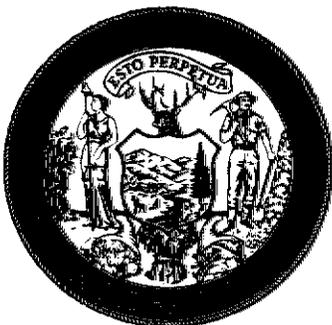
BACK 'N ACTION, INC.

File number C 109029

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: January 13, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

RECEIVED
SEC. OF STATE

ARTICLES OF INCORPORATION
OF
BACK 'N ACTION, INC.

95 JAN 12 10 08 AM '55

THE UNDERSIGNED, a natural person over the age of twenty-one (21) years, acting as incorporator of Back 'N Action, Inc. under the Idaho Business Corporation Act, adopts the following articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is : Back 'N Action, Inc.

ARTICLE II
DURATION

The duration of this corporation shall be perpetual.

ARTICLE III
PURPOSE

The purpose of this corporation is to carry on all investment and operational activities best suited to create a profit for the shareholders.

ARTICLE IV
POWERS OF THE CORPORATION

This corporation shall have all of the powers granted or allowed by the Idaho Business Corporation Act, as may be amended from time to time, and all of the powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V
COMMON STOCK

This corporation shall have authority to issue 1,000 shares of Common Stock, no par value. The authorized and treasury stock of this corporation may be issued at such times, upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VI
INDEMNIFICATION

This corporation shall indemnify all officers, directors, and agents to the fullest extent permitted by Idaho law.

IDAHO SECRETARY OF STATE
19950113 0900 56459 2
CK #: 2645 CUST# 43694
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ARTICLE XII
COMMON DIRECTORS

No contract or other transaction between this corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director of Directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the vote or consent of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 28th day of December, 1994.

INCORPORATOR

Christopher C Close

STATE OF Idaho)

COUNTY OF Kootenai)

ss.

The foregoing instrument was acknowledged before me
this 9th day of January, 1995.

Glenn Wilkeson
NOTARY PUBLIC

My commission Expires:

9/13/99

Residing at:

Coeur d'Alene ID 83814