



CERTIFICATE OF INCORPORATION
OF

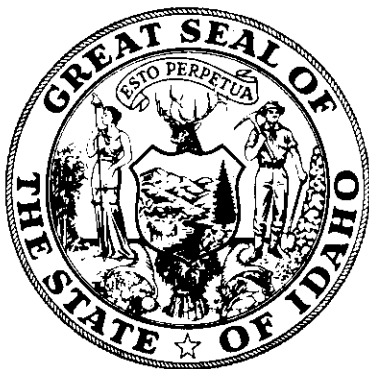
MAD HATTERS, INC.

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 _____
MAD HATTERS, INC.

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: June 18, 1984.



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

MAD HATTERS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being of full age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Idaho Code §30-101 et. seq.:

And we hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be MAD HATTERS, INC.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

B. To manufacture, produce, buy, sell, trade and deal in any and all types and kinds of goods, clothing, sporting goods, machinery, products, merchandise and personal property of every class and description at wholesale or retail for and on account of the corporation or as manufacturer, broker, factor or agent for others.

C. To enter into, make, perform and carry out contracts of every sort and kind with any person, firm or corporation or other legal entity and to acquire and take over the good will, property, rights, franchises, options and assets of every kind and the liabilities of any person, firm, association, corporation or other legal entity either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

D. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

E. To act as surety or creditor in any and all types of engagements, including the power to execute, endorse and deliver contracts and to guarantee the prompt and faithful

performance for payment of debts, notes, agreements, contracts and undertakings of any other person, firm, partnership or corporation, and to act as accommodation co-maker or guarantor on obligations either as primary or secondary obligor.

F. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

G. The several subdivisions contained in this paragraph of purposes shall be construed as both purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Blaine, the post office address of the registered office of said corporation in the State of Idaho shall be The Snug Bldg., Sun Valley Rd., Ketchum, ID., P.O. Box 589, Sun Valley, Idaho, 83353. George B. Fisher shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is 5000, 2500 of which shall be designated "Class A Shares" and 2500 shares which shall be designated "Class B Shares", all with a par value of \$1.00 per share.

B. The relative rights, privileges, and limitations of Class A Shares and Class B Shares shall be in all respects identical, share for share, except the voting power for the election of directors and for all other purposes shall be vested exclusively in holders of the Class A Shares and, except as otherwise required by law, the holders of the Class B Shares shall not have any voting power or be entitled to receive any notice of meetings of shareholders.

C. Distributions of either Class A Shares or Class B Shares may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

ARTICLE VI

INCORPORATORS

Following are the names and post office addresses of each of the incorporators:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
George B. Fisher	P.O. Box 589, Sun Valley, ID 83353
Ellen Fisher	P.O. Box 589, Sun Valley, ID 83353
Marilyn Frazier	P.O. Box 589, Sun Valley, ID 83353

ARTICLE VII

MANAGEMENT

A. The business of the corporation shall be managed by a board of at least (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The Incorporators listed in Article VI above shall serve as directors until the first meeting of shareholders or until their successors are elected and qualify.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand
this 7 day of JUNE, 1984.


George B. Fisher

Ellen R. Fisher
Ellen Fisher

Marilyn Frazier
Marilyn Frazier

STATE OF IDAHO)
County of Blaine) ss.

On this 7 day of June, 1984, before me,
the undersigned, a notary public in and for said county and
state, personally appeared George B. Fisher, known to me to be
the person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the same day and year in this
certificate first above written.

Marian A. Wenzel
Notary Public for Idaho
Residing at: Ketchum

STATE OF IDAHO)
County of Blaine) ss.

On this 7 day of June, 1984, before me,
the undersigned, a notary public in and for said county and
state, personally appeared Ellen Fisher, known to me to be the
person whose name is subscribed to the within instrument and
acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

Marian C. Wenger
Notary Public for Idaho
Residing at: Bethel

STATE OF IDAHO)
County of Blaine) ss.

On this 7 day of June, 1984, before me, the undersigned, a notary public in and for said county and state, personally appeared Marilyn Frazier, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the same day and year in this certificate first above written.

Marian C. Wenger
Notary Public for Idaho
Residing at: Bethel