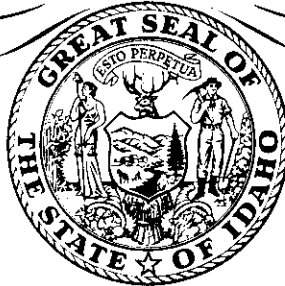


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

CAREERS, INC.

was filed in the office of the Secretary of State on the Nineteenth day of January A.D. One Thousand Nine Hundred Sixty-one and duly recorded on Film No. 113 of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for perpetual existence from the date hereof, with its registered office in this State located at ampa in the County of anyon

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 19th day of January, A.D., 19 61.

Secretary of State.

ARTICLES OF INCORPORATION

OF

CAREERS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, all being residents of the State of Idaho, do hereby certify that we have this day voluntarily associated ourselves together for the purpose of forming a corporation under and in compliance with the laws of the State of Idaho, and do hereby adopt the following ARTICLES OF INCORPORATION, to-wit:

ARTICLE I.

The name of this corporation shall be and is "CAREERS, INC."

ARTICLE II.

The purposes for which this corporation is formed are the following:

(a) To engage in the business of owning, operating and/or otherwise dealing in the business of a finishing school or schools, including, but not limited to instruction in modeling, makeup, voice and other types of personal improvement.

(b) To engage in the business of selling and otherwise promoting beauty courses and finishing school courses and other school courses, to the general public.

(c) To engage in the business of owning, operating and/or otherwise dealing in the business of a beauty college and beauty salon or beauty parlor.

(d) To buy, sell, own, hold, lease, improve and deal in real estate or personal property of any type and description, whether or not the same is used in connection with any of the purposes of the corporation listed herein.

2.

(e) To acquire, own, hold, lease, build and/or erect any and all buildings, structures and plants that may be deemed suitable to the furtherance of the foregoing or any purposes for which the corporation is formed, and to operate, manage, control, rent, sell or otherwise dispose of the same.

(f) To incur indebtedness in such amount as may be deemed necessary, and to borrow money; to evidence such or any indebtedness by the bonds or other written obligations of the corporation; and to secure the payment thereof by mortgage, deed of trust, or other form of encumbrance upon all or any part of the property, real or personal, of the corporation, whether owned at the time or afterwards to be acquired.

(g) To carry on any activity or activities that might be related to any of the above described powers of the said corporation.

(h) To do such business not only within the State of Idaho, but in any part of the world, as may be deemed and determined by the board of directors from time to time, without limiting any of the objects and purposes aforesaid. It is expressly declared that the corporation shall have and possess all the powers specifically hereinabove enumerated, and also any and all such additional or farther powers as may be incidental to the carrying out of the same, and also such other rights, privileges and powers granted by the laws of this state to corporations, except such as may be inconsistent herewith; the intention hereof is expressly declared to be that the powers of this corporation as expressed herein shall be construed as a grant of general powers and not in any sense as a grant of special or limited powers.

3.

(i) To acquire, invest in, own and dispose of the capital stock of this corporation and of other corporations, and the business property and assets of any person, copartnership or corporation.

ARTICLE III.

The principal place of business and the place where the principal office of the corporation shall be is hereby designated at Nampa, Idaho.

ARTICLE IV.

The existence of the corporation shall be perpetual.

ARTICLE V.

The number of directors of this corporation is hereby fixed at four.

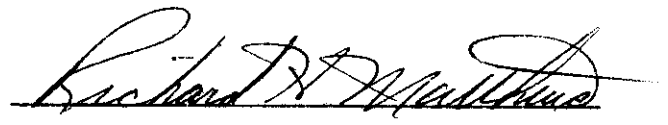

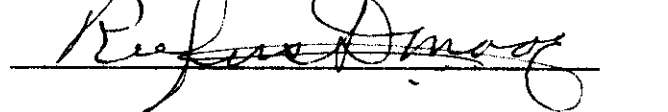
ARTICLE VI.

The capital stock of this corporation shall be Five Thousand Dollars, to be divided into 50 shares of the par value \$100.00 per share.

ARTICLE VII.

The amount of capital stock actually subscribed is the sum of \$300.00, and the same has been subscribed by the persons whose names hereto appear as incorporators, and they have subscribed to the following shares: Richard H. Matthews, one share, 216 13th Avenue South, Nampa, Idaho; Bretha Matthews, one share, 216 13th Avenue South, Nampa, Idaho; Rufus D. Moore, one share, Route 4, Nampa, Idaho; each of whom is of full age and a citizen of the United States of America.

IN WITNESS WHEREOF, we, the incorporators of the said corporation, have hereunto set our hands this 31st day of December, 1960.

4.

State Of Idaho Ø
 : ss.
County Of Canyon Ø

On this 31st day of December, 1960, before me, the undersigned, a notary public in and for said State, personally appeared RICHARD H. MATTHEWS and WRETHA MATTHEWS and RUFUS D. MOORE, known to me to be the persons whose names are subscribed to the within and 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.

Rosa Myers
Notary Public for Idaho
Residing at Nampa, Idaho