

State of Idaho

Department of State

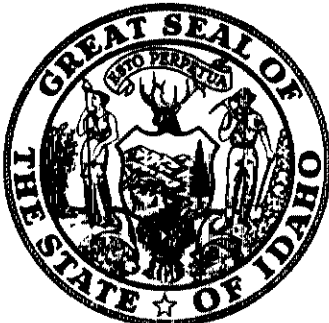
CERTIFICATE OF INCORPORATION OF

SUNSET SPORTS, 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: August 4, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
SUNSET SPORTS, INC.

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, as now in effect or as may hereafter be amended, do hereby certify as follows:

ARTICLE I

The name of the corporation is **SUNSET SPORTS, INC.**

ARTICLE II

The objects and purposes for which this corporation is organized and the powers of such corporation are as follows:

1. To conduct retail and wholesale sporting goods and equipment business; to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the purposes and powers hereinafter set forth.

2. To acquire, purchase, sell or otherwise deal in contracts, mortgages, trust deeds and all other forms of real property, securities, equities and interests.

3. To invest in lands and all forms of realty and personal property, and to buy, sell, hypothecate, mortgage, pledge, bargain, trade, acquire and dispose of in any way or manner whatsoever all forms of realty and personalty.

4. To loan money on realty, personalty or interests therein and to otherwise deal in any way or manner whatsoever in tangible or intangible property interest, both real and personal.

1 5. To own and hold real and personal property and to rent or lease the
2 same.

3 6. To do any and all things necessary, reasonable, proper, convenient or
4 incident to carrying out the purposes for which this corporation is formed.

5 7. To borrow money and to pledge, mortgage or hypothecate corporation
6 property, or in any way or manner secure the payment of the same.

7 8. To conduct business in this state or any other state, District of Columbia,
8 territories and colonies of the United States and foreign countries or territories, and to
9 maintain one or more places of business outside this state, and to receive, purchase,
10 hold, acquire, mortgage, assign, transfer, lease, release, convey and otherwise deal in
11 and with any real or personal property or any interest therein, either within or outside
12 the State of Idaho, reasonably calculated to promote the purposes hereinabove stated to
13 this corporation.

14 9. To acquire the operating name, goodwill, property rights, and the whole
15 or any part of any estate, tangible or intangible, or of any business, and to assume the
16 liabilities of any person, firm, association, corporation or other business organization
17 and pay for said goodwill, property rights, and assets in cash and the stock of this
18 company, its bonds, its debentures or otherwise, or by undertaking the whole or any
19 part of the liabilities of the transferor thereof, and to hold in any manner or dispose of
20 all or any part of the property so acquired.

21 10. To conduct in any lawful manner the whole or any part of any business
22 so acquired and to exercise all of the powers necessary and expedient in and about the
23 conduct and management of such business or businesses, directly or indirectly related
24 to the purposes and objects of this corporation, or though not so connected, to preserve
25 or protect the assets of this corporation.

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1 11. To purchase, insofar as the same may be done without impairing the
2 capital of this corporation, except as otherwise prohibited by law, and to hold, pledge
3 and reissue, shares of its own capital stock, but such stock so acquired and held shall
4 not be entitled to vote nor to receive dividends.

5 12. To have, exercise, enjoin and participate in all powers now or hereafter
6 granted to corporations organized under the laws of the State of Idaho, particularly all
7 of the powers and privileges granted to corporations by Chapter I, Title 30, Idaho Code,
8 including any future amendments thereto.

9 13. To do all things which a natural person might do, it being expressly
10 provided that the aforesaid enumeration of purposes shall not be construed to be
11 limitations upon the powers and purposes of this corporation.

12 ARTICLE III

13 This corporation shall have perpetual existence.

14 ARTICLE IV

15 The address of the initial registered office of the corporation shall be 5804
16 Fairview, Boise, Ada County, Idaho, and the name of its initial registered agent at such
17 address is RICH URRESTI.

18 The shares of stock to be issued by the corporation shall consist of one class
19 only, and the aggregate number of shares which the corporation shall be authorized to
20 issue shall be 200,000 shares of stock, having the no par value. All shares of stock shall
21 have the same rights in such corporation and shall be nonassessable when paid in full.

22 ARTICLE VI

23 The name and post office address of the incorporators and organizers, who have
24 named themselves as the initial directors to serve until the first election of directors of
25 the corporation, are as follows:
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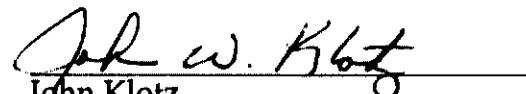
<u>Name</u>	<u>Address</u>
Rich Urresti	5804 Fairview Avenue Boise, Idaho 83704
John Klotz	822 West Jefferson Boise, Idaho 83702

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, hand and seal this ____ day of August, 1993.


Rich Urresti


John Klotz