



CERTIFICATE OF INCORPORATION
OF

GEN STATE SPORTING GOODS, INC.

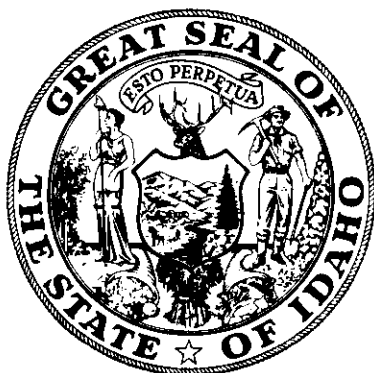
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

GEN STATE SPORTING GOODS, 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 August 19, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
GEM STATE SPORTING GOODS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and being citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the Corporation Act of the State of Idaho, do hereby adopt the following Articles of Incorporation, to-wit:

I

NAME

The name of this corporation shall be GEM STATE SPORTING GOODS, INC.

II

PURPOSES

The purposes for which this corporation is formed are as follows:

(a) To engage in the general business of buying, selling, repairing and otherwise dealing in and with merchandise of all types and descriptions, including sporting goods, either at wholesale or retail; to operate a pawn shop and to lend money with or without collateral, and to engage in such other lawful businesses as the Board of Directors may from time to time determine, and this corporation shall have all of the statutory powers conferred upon corporations by Title 30 of the Idaho Code, as it now exists or may hereafter be amended.

III

DURATION

The period of existence and duration of this corporation shall be perpetual.

IV

REGISTERED OFFICE AND AGENT

The location and post office address of the principal place of business and registered office of this corporation shall be 230 East 2nd North Street, Mountain Home, Idaho 83647. The name of the registered agent of the corporation is J. R. Lambeth, whose post office address is 560 North 4th East, Mountain Home, Idaho 83647.

V

CAPITAL STOCK

The amount of its capital stock shall be \$500,000.00, to consist of 5,000 shares of common stock of the par value of \$100.00 per share. No distinction shall exist between the shares of the corporation and all such shares shall have the same rights in the corporation. All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid the same as though paid for in cash at par, and the Board of Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Such stock shall not be issued until fully paid for and once so issued shall be nonassessable.

VI

INCORPORATORS

The name and post office address of the incorporators are as follows:

NAME	POST OFFICE ADDRESS
J. R. Lambeth	560 North 4th East Mountain Home, Idaho 83647
Dorothy Lambeth	560 North 4th East Mountain Home, Idaho 83647

VII

GOVERNING BODY

The governing body of this corporation shall consist of a board of two directors, who shall be elected annually as provided by the by-laws. The number of the board of directors may be changed from time to time as prescribed by the by-laws, but shall be not less than one or more than seven. The name and post office address of the initial directors of the corporation appointed by the incorporators to serve until the first election of directors, are as follows:

NAME	POST OFFICE ADDRESS
J. R. Lambeth	560 North 4th East Mountain Home, Idaho 83647
Dorothy Lambeth	560 North 4th East Mountain Home, Idaho 83647

VIII

PRIVATE PROPERTY OF STOCKHOLDERS

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

IX

POWERS OF THE BOARD OF DIRECTORS

In addition to other powers, the board of directors is authorized to make, alter or amend the by-laws of the corporation, to fix the amount of capital stock to be reserved as working capital or treasury stock, over and above its capital stock paid in, and to authorize and cause to be executed mortgages, liens or other encumbrances on the real and personal property of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand in the City of Mountain Home, County of Elmore, State of Idaho, this 15th day of August, 1980.

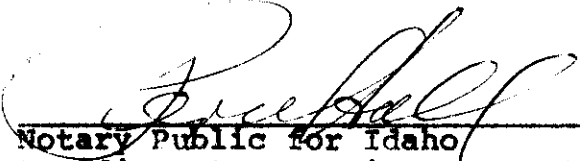
J. R. Lambeth
J. R. Lambeth

Dorothy Lambeth
Dorothy Lambeth

STATE OF IDAHO,)
) ss.
COUNTY OF ELMORE,)

On this 15th day of August, 1980, before me, the under-
signed a Notary Public in and for said State, personally appeared
J. R. LAMBETH and DOROTHY LAMBETH, known to me to be the persons
whose names are subscribed to the foregoing instrument, and ack-
nowledged 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.



Notary Public for Idaho
Residing at Mountain Home, Idaho.