

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

MR. MAC, 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: April 19, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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REC'D APR 20 1985
FBI - BOISE

ARTICLES OF INCORPORATION

OF

MR. MAC, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is: Mr. Mac, Inc.

ARTICLE II

DURATION

The period of duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized are to own and operate a retail clothing store, and to own, lease and operate all property and equipment associated or related thereto, and to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

SHARES OF STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200,000 shares of par value stock at \$1.00 per share. The aggregate par value of the total

authorized number of par value shares is Two Hundred Thousand Dollars (\$200,000.00). All shares of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid shares of this corporation shall not be liable to any further call or assessment.

ARTICLE V

SHAREHOLDER RIGHTS

The authorized and treasury shares of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine, but shall not be issued for less than par value. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its initial registered agent at such address is:

Larry K. Tueller
7730 Bridlewood Circle
Boise, Idaho 83704

ARTICLE VII

DIRECTORS

The number of Directors constituting the Board of Directors of this corporation is three. The names and addresses of persons who are to serve as initial Directors until the first

annual meeting of shareholders, or until their successors are elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
F. Mac Christensen	1090 East 7200 South Midvale, UT 84047
Scott M. Christensen	1090 East 7200 South Midvale, UT 84047
Larry K. Tueller	7730 Bridlewood Circle Boise, ID 83704

ARTICLE VIII

INCORPORATORS

The number of Incorporators is three and the names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
F. Mac Christensen	1090 East 7200 South Midvale, UT 84047
Scott M. Christensen	1090 East 7200 South Midvale, UT 84047
Durrell Nielsen	36 South State Street, #2050 Salt Lake City, UT 84111

DATED this 17th day of April, 1985.

INCORPORATORS:

F. Mac Christensen

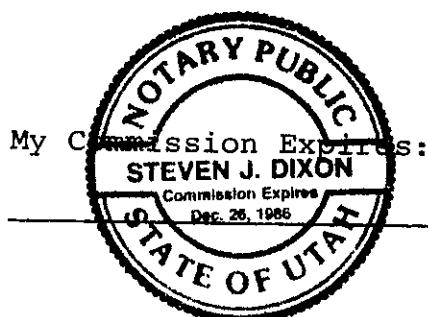
Scott M. Christensen

Durrell Nielsen

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

I, Steven J. Dixon, a Notary Public, certify that on the 17th day of April, 1985, F. Mac Christensen, Scott M.

Christensen, and Durrell Nielsen personally appeared before me, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.



Steven J. Dixon
NOTARY PUBLIC
Residing at: Bountiful, Utah