



CERTIFICATE OF AUTHORITY
OF

SPORTS MARKETING, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of *SPORTS MARKETING, INC.*

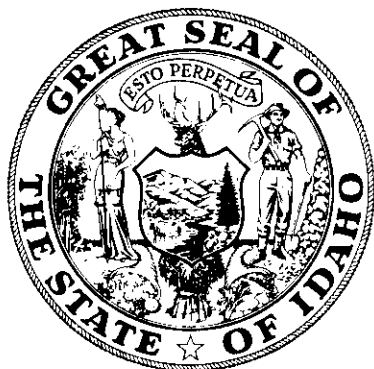
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to *SPORTS MARKETING, INC.*

to transact business in this State under the name *SPORTS MARKETING, INC.*

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated *November 19, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is SPORTS MARKETING, INC.
2. *The name which it shall use in Idaho is CHAMP'S SPORTS
3. It is incorporated under the laws of Montana
4. The date of its incorporation is October 12, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 235 Moore Lane, Billings, MT 59101
6. The street address of its proposed registered office in Idaho is Space 109, Pine Ridge Mall, Chubbuck, ID 83202, and the name of its proposed registered agent in Idaho at that address is Terry L. Gill
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Retail Sales of Sporting Equipment and Clothing
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Harold Sutton</u>	<u>President</u>	<u>235 Moore Lane, Billings, MT 59101</u>
<u>Susie Sutton</u>	<u>Secretary/Treasurer</u>	<u>235 Moore Lane, Billings, MT 59101</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>50,000</u>	<u>Common</u>	<u>No Par Value</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1	Common	No Par Value

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Nov. 2nd, 19 82

SPORTS MARKETING, INC.

By Harold Sutton

and Lise Lutton Its President

Its _____ Secretary

STATE OF MONTANA)
)ss:
COUNTY OF YELLOWSTONE)

I, KEVIN C. SWEENEY, a notary public, do hereby certify that on
this 2 day of November, 19 82, personally appeared before
me HAROLD SUTTON, who being by me first duly sworn, declared that he
is the President of SPORTS MARKETING, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Kevin C Sweeney
Notary Public

*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

SECRETARY OF STATE
STATE OF MONTANA

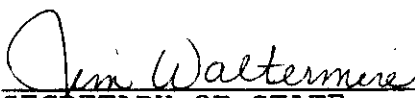
Jim Waltermire
Secretary of State

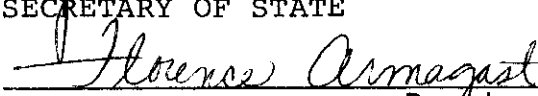
State Capitol
Helena, Montana 59620

CERTIFICATION

I hereby certify that the attached is a true and complete copy
of the 3 page document(s) on file in this office.

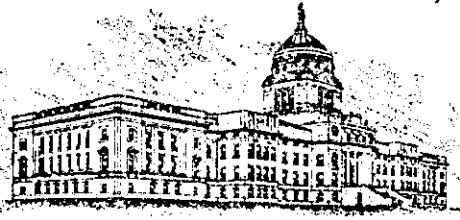
DATED: November 3, 1982



SECRETARY OF STATE


Deputy

Office of the Secretary of State



OF THE STATE OF MONTANA

CERTIFICATE OF INCORPORATION

I, JIM WALTERMIRE, Secretary of State of the State of Montana, do hereby certify that duplicate originals of Articles of Incorporation for the incorporation of

SPORTS MARKETING, INC.

duly executed pursuant to the provisions of Section 35-1-201 Montana Code Annotated, have been received in my office and found to conform to law.

NOW, THEREFORE, I, JIM WALTERMIRE, as such Secretary of State, by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation to

SPORTS MARKETING, INC.

and attach hereto a duplicate original of the Articles of Incorporation.

IN WITNESS WHEREOF, I have here-
unto set my hand and affixed the Great
Seal of the State of Montana, at
Helena, the Capital, this 12th

day of October A.D. 19 82

Jim Waltermire
JIM WALTERMIRE
Secretary of State

OCT 12 1982

ARTICLES OF INCORPORATION
OF
SPORTS MARKETING, INC.

JIM WALTERMIRE
SECRETARY OF STATE

Jim Waltermire
R1 865

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Montana Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is SPORTS MARKETING, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To establish, purchase, lease as lessee, or otherwise acquire, own, operate, and maintain, sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail stores or departments therein; to buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

(b) To engage in any other business for which a Montana corporation may be organized.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of no par value.

FIFTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE.

SEVENTH: The address of the initial registered office of the corporation is 235 Moore Lane, Billings, Montana 59101, and the name of its initial registered agent at such address is Harold Sutton.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two and the names and addresses of the

persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

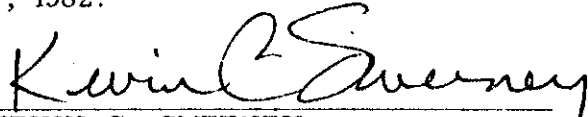
Harold Sutton
235 Moore Lane
Billings, Montana 59101

Susie Sutton
235 Moore Lane
Billings, Montana 59101

NINTH: The name and address of the incorporator is:

Kevin C. Sweeney, Esq.
2075 Central Avenue
Billings, Montana 59102-4995

DATED this 8th day of October, 1982.



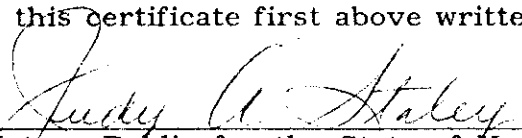
KEVIN C. SWEENEY

STATE OF MONTANA)
 : ss
County of Yellowstone)

On this 8th day of October, 1982, before me, the undersigned, a Notary Public for the State of Montana, personally appeared KEVIN C. SWEENEY, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he 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.

(SEAL)



Notary Public for the State of Montana
Residing at Billings, Montana
My commission expires: 9-6-83