

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

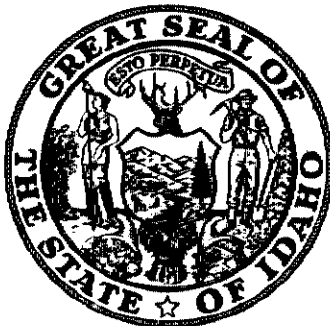
HEAVEN'S GATE OUTFITTERS INC.

File number C 110819

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: May 31, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. Smith*

ARTICLES OF INCORPORATION

OF

HEAVEN'S GATE OUTFITTERS INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned natural persons of the age of eighteen (18) or more, and citizens of the United States of America, come for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in duplicate to the Secretary of State of the State of Idaho the following Articles of Incorporation, and do state as follows:

ARTICLE I

The name of the corporation shall be Heaven's Gate Outfitters Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, hereafter the Act.

ARTICLE IV

The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend, or repeal the Code of Bylaws, or to adopt a new Code of Bylaws, is reserved to the shareholders. The Code of Bylaws may contain any and all provisions for the management of the corporation.

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provisions for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members, or employees, or in which they are interested or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to, the contract or transaction and notwithstanding his, her or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the

corporation in any other capacity and receive compensation therefor in any form.

The corporation reserves the right from time to time to amend, alter or repeal any provision of its Articles of Incorporation in any manner now or hereafter permitted by the Act or any other applicable statute.

ARTICLE V

The address of the initial registered office of the corporation shall be as follows: P.O. Box 97, Elk River, Idaho 83827. The name of the initial registered agent of the corporation at such address is Darwin Vander Esch.

ARTICLE VI

The private property of the stockholders shall not be subject to the payments of corporate debts to any extent whatever.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is three (3).

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 as follows:

John Bargreen	1201 99th Avenue SE Everett, WA 98205
John Law	P.O. Box 174 Elk River, ID 83827
Darwin Vander Esch	P.O. Box 97 Elk River, ID 83827

ARTICLE VIII

The aggregate number of shares which the corporation shall

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have authority to issue is one thousand (1000) shares and such shares shall consist of one class only and shall have no par value.

ARTICLE IX


The names and addresses of the incorporators are as follows:


John Bargreen	1201 99th Avenue SE Everett, WA 98205
John Law	P.O. Box 174 Elk River, ID 83827
Darwin Vander Esch	P.O. Box 97 Elk River, ID 83827


ARTICLE X

Any action required by the Act to be taken at a meeting of the shareholders of a corporation, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matters thereof.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 26th day of May, 1995.


John Bargreen


Darwin Vander Esch


John Law

STATE OF WASHINGTON)

: ss.

County of SNOHOMISH)

On this 23 day of MAY, 1995, before me, the undersigned, a Notary Public, in and for the State of WASHINGTON, personally appeared John Bargreen, known or identified to me to be the person whose name is subscribed to the within instrument, 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.

James M. Redler
NOTARY PUBLIC in and for the
State of WASHINGTON
residing at MUKILTEO
therein. My commission
expires 9-1-96

STATE OF IDAHO)

: ss.

County of Latah)

On this 26th day of May, 1995, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared Darwin Vander Esch, known or identified to me to be the person whose name is subscribed to the within instrument, 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.

D. Ray Barker
NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, therein. My commission
expires July 6, 1998

STATE OF IDAHO)
 : ss.
County of Latah)

On this 26th day of May, 1995, before me, the undersigned, a Notary Public, in and for the State of Idaho, personally appeared John Law, known or identified to me to be the person whose name is subscribed to the within instrument, 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.

D. Ray Barb
NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, therein. My commission
expires July 6, 1998