



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

YARAANDOO AUSTRALIAN CLOTHING USA, 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 11, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Sandra M. Mather

ORIGINAL

RECORDED
SEC. 11 ARTICLES OF INCORPORATION

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YARAANDOO AUSTRALIAN CLOTHING USA, INC.

WE, the undersigned, being three or more natural persons of full age, at least two thirds of whom are citizens of United States of America, or of its territories or possessions, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under the laws of the STATE OF IDAHO.

ARTICLE I. The name of this corporation is: YARAANDOO AUSTRALIAN CLOTHING USA, INC.

ARTICLE II. This corporation shall have perpetual existence.

ARTICLE III. The purpose of this corporation is to engage in any lawful activity for which a corporation may be organized under the Idaho business Corporation Act, and for such purposes and objects for which said corporation is formed including but not limited to the following:

A. Buy, sell, and develop real property in the State of Idaho; to employ persons for the purpose of constructing residences, apartment buildings, condominiums, etc. on land owned by the corporation in the State of Idaho; to purchase, sell, and in whatever manner necessary, invest in land and improvements thereon in the State of Idaho.

1 B. To have succession by its corporate name for the time
2 stated in these Articles of Incorporation.

3 C. To sue and be sued, appear, complain and defend in any
4 Court of Law or Equity, or before any board, commission or
5 tribunal.

6 D. To have and use a corporate seal which may be altered at
7 will.

8 E. To receive, acquire, hold, purchase, dispose of, convey,
9 mortgage, and/or lease real and personal property; to dispose of,
10 sell, lease, assign, transfer, mortgage and/or convey any rights,
11 privileges, franchises. real and/or personal property of the
12 corporation, other than its franchise of being a corporation; and
13 to purchase, guaranty, take, receive, subscribe for or otherwise
14 dispose of, and otherwise use and deal in and with, shares or
15 other interests in, or obligations of other domestic or foreign
16 corporations, associations, partnerships or individuals, or
17 direct or indirect obligations of the United States of America, or
18 of any other government, state, territory, governmental district
19 or municipality or any instrumentality thereof.

20 F. To appoint such officers, employees and agents as the
21 business of the corporation may require and to allow them
22 compensation.

23 G. To make Bylaws not inconsistent with any existing law
24 for the management of its business and property, the regulation
25 and conduct of its affairs, and the certification and transfer of
26 its stock, and optionally to provide penalties for the breach
27 thereof not exceeding TWENTY DOLLARS (\$20.00) for any one offense.

1 H. To issue shares and admit shareholders, and to sell
2 their shares for the payment of assessments or installments.

3 I. To wind up and dissolve itself, or to be wound up and
4 dissolved in the manner hereinafter provided.

5 J. To enter into contracts or obligations of any type or
6 kind essential, necessary or proper to the transaction of its
7 ordinary affairs, or for the purpose of the corporation.

8 K. To conduct business in the State of Idaho, other States,
9 the District of Columbia, territories and colonies of the United
10 States of America and in foreign countries, and to have one or
11 more offices and places of business out of the State of Idaho,
12 and to acquire, receive, hold, purchase, lease, mortgage, dispose
13 of and/or convey real and personal property in situate out of this
14 State.

15 L. To be a promoter, partner, member, associate or manager
16 of other business enterprises or ventures, or to the extent
17 permitted in any other jurisdiction, to be an incorporator of
18 other corporations of any type or kind.

19 M. To borrow money for the purposes of the corporation, to
20 issue bonds, notes and debentures and other evidence of
21 indebtedness therefor, and to secure the same by mortgage or
22 pledge of personal property including the income of said
23 corporation or by mortgage of real property executed in trust or
24 otherwise. All or a portion of the real or personal property may
25 so be pledged, mortgaged or hypothecated.

1 N. To enter into any contract, cooperative agreement or
2 profit sharing plan with its officers or employees the
3 corporation may deem advantageous or expedient, or otherwise to
4 pay or reward such person for his services as the Director(s) may
5 deem appropriate, fit and proper.

6 O. To enter into contracts or obligations of any type or
7 kind essential, necessary or proper to the transaction of its
8 ordinary affairs, or for the purposes of this corporation.

9 P. To carry on any other business or to do anything in
10 connection with the objects and purposes above mentioned that may
11 necessary, or proper to accomplish successfully or promote said
12 objects and purposes of this corporation.

13 Q. The foregoing clauses by reason of specific enumeration
14 of powers shall not be held to restrict the power of the
15 corporation to do any of the things within the purview of its
16 general purposes.

17 ARTICLE IV. The principle business address of this corporation
18 in the State of Idaho is P.O. Box 3628, KETCHUM, IDAHO 83340.
19 320 FIRST AVE., KETCHUM, IDAHO, 83340.

1 ARTICLE V. The aggregate number of shares of this corporation
2 which it shall be authorized to issue shall consist of FIFTY
3 THOUSAND (50000) SHARES, all of one and the same class, without
4 par. Capital Stock shall be paid in at such times and upon such
5 conditions as the Board of Directors may by resolution direct,
6 either in cash or by services rendered to the corporation or by
7 real and personal property transferred to the corporation. Shares
8 of stock then issued in exchange for services or property pursuant
9 to resolution by the Board of Directors shall thereupon become
10 and shall be fully paid upon the same as though paid for in cash
11 and shall be nonassessable forever, and the determination by the
12 Board of Directors as to the value of any property or services
13 received by the corporation in exchange for stock shall be
14 conclusive.

15 ARTICLE V(A). Should the incorporators named below in Article VI.
16 ever be forced out of a management position as officers of the
17 corporation with control of the management of the business of the
18 corporation, insofar as they are registered shareholders of the
19 corporation, they may deliver to the corporation for redemption a
20 certificate or certificates for common stock of the corporation,
21 properly endorsed, and the corporation shall thereupon redeem the
22 shares represented by such certificate(s) by paying to each such
23 shareholder, in cash the net asset value thereof determined by
24 book value of the corporation.

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1 ARTICLE VI. The name and address of each of the incorporators
2 hereof and the number of shares of common stock described in
3 Article V. herein subscribed by each are as follows:

4	<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
5	IAN BETT	P.O. Box 3628 KETCHUM, IDAHO 83340	1,000
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7			

8 ARTICLE VI(A). In case a stockholder desires to sell his shares of
9 stock he must first offer them for sale to the remaining
10 stockholders, it being the intention to give them preference in
11 the purchase of such shares, and any attempted sale in violation
12 of this Article VI(A). is null and void.

13 A stockholder desiring to sell his share(s) shall file notice in
14 writing of his intention with the secretary of the corporation,
15 stating the terms of sale, and unless his terms are accepted by
16 any or all of the other stockholders within thirty (30) days
17 thereafter, they shall be deemed to have waived their privilege of
18 purchasing and the stockholder desiring to sell all or a part of
19 his shares shall be at liberty to sell to anyone.

20 Nothing in this Article VI(A). shall prevent this corporation
21 itself, by resolution of the board of directors and in accordance
22 with these articles of incorporation and the bylaws of this
23 corporation, from purchasing the share(s) of a stockholder
24 desiring to sell his share(s) insofar as the provisions of this
25 Article VI(A) have been followed.

26 ARTICLE VII. At all meetings of Stockholders of this corporation

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1 every stockholder of record shall be entitled to one (1) vote for
2 every share of stock standing in his/her name on the books of this
3 corporation, and cumulative voting of shares is hereby authorized.

4 ARTICLE VIII. The number of directors shall be specified in the
5 Bylaws of the corporation and such number may from time to time
6 be increased or decreased in such manner as described by the
7 Bylaws and may be fewer than three (3) in the event that the
8 corporation has less than three stockholders, in accordance with
9 laws of the State of Idaho.

10 ARTICLE IX. In furtherance and not in limitation of the powers,
11 conferred by the laws of the State of Idaho, the Board of
12 Directors is expressly authorized and empowered:

13 A. To make, alter, amend and repeal the Bylaws subject to
14 the power of the stockholders to alter or repeal the Bylaws made
15 by the Board of Directors.

16 B. No stockholder shall have the right to inspect any of
17 the accounts, books or documents of the corporation except as
18 permitted by Idaho Law, unless and until authorized to do so by
19 resolution of the Board of Directors or by the stockholders of the
20 corporation.

21 C. To authorize and issue without stockholder consent
22 obligations of the corporation, secured and unsecured, under such
23 terms and conditions as the Board in its sole discretion may
24 determine and to pledge or mortgage as security therefor any real
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1 and/or personal property of the corporation including after-
2 acquired property.

3 D. To determine whether any, and if so what part, of the
4 earned surplus of the corporation shall be paid in dividends to
5 the stockholders, and to direct and determine other use and dis-
6 position of any such earned surplus.

7 E. To fix the amount of profits of the corporation to be
8 reserved as working capital or for any other lawful purpose.

9 F. To establish bonus, profit sharing, stock option, or
10 other type of incentive compensation plans for the employees,
11 including Officers and Directors of the corporation, and to fix
12 the amount of the profits to be shared or distributed, and to
13 determine the persons to participate in any such plans and the
14 amount of their respective participations.

15 G. To designate committees consisting of one or more
16 Directors which to the extent permitted by law and authorized by
17 resolution or Bylaws, shall have and may exercise the powers of
18 the Board.

19 H. To provide for the reasonable compensation of its own
20 members by Bylaw, and to fix the terms and conditions upon which
21 such compensation will be paid.

22 I. In addition to the powers and authority hereinafter or
23 by statute expressly conferred upon it, the Board of Directors may
24 exercise all such powers and do all such things and acts as may be

1 exercised or done by the corporation, subject nevertheless to the
2 provisions of the laws of the State of Idaho, of these Articles
3 of Incorporation, and to the Bylaws of this corporation.

4 ARTICLE X. All other matters of management and control of the
5 corporation, including but not limited to the setting of Directors
6 meetings and stockholders' meetings and the authority and duties
7 of each of the Officers of the corporation, shall be determined by
8 the Bylaws of this corporation and the State of Idaho.

9 ARTICLE XI. The registered agent and the address of the
10 registered office for service of process: is IAN BETT
11 P.O. Box 3628, Ketchum, Idaho 83340; 320 First Ave., Ketchum, ID.

12 ARTICLE XII. The initial Board of Directors of the corporation,
13 shall consist of: IAN BETT.

14 ARTICLE XIII. These articles may be amended in any respect
15 conformable to the laws of the State of Idaho by a vote of two-
16 thirds of the stockholders entitled to vote in a meeting of the
17 stockholders called for that purpose as prescribed by law.
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19 EXECUTED IN TRIPLICATE this 2 day of June, 1987.

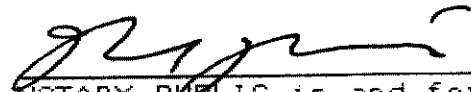
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21 
22 IAN BETT
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24 STATE OF IDAHO)
25) ss:
26 COUNTY OF BLAINE)

27 On this _____ day of _____, 1987, before me, a Notary
28 Public in and the for the County of Blaine, State of Idaho,
29 personally appeared IAN BETT,

1 known to me to be the person whose names subscribed to the
2 foregoing Articles of Incorporation of YARAANDU AUSTRALIAN
3 CLOTHING USA, INC., and acknowledged to me that he executed the
4 same.

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6 Given under my Hand and Seal, the day and year in this
7 certificate first above written.
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NOTARY PUBLIC in and for the
State of Idaho, residing: Ketchum
Commission: life.

Y A R A A N D O O

• A U S T R A L I A N •
C L O T H I N G

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August 9, 1987

Pete T. Cenarussa
Secretary of State
State of Idaho
Room 203, Statehouse,
Boise, ID 83720

Dear Sir:

The undersigned is the authorized representative and President of Yaraandoo Australian Clothing Pty. Ltd. doing business in Ketchum, Idaho under the name Yaraandoo Australian Clothing. The undersigned grants full consent to use the name "Yaraandoo Australian Clothing USA, INC." by the incorporators of and the intended corporation Yaraandoo Australian Clothing USA, INC. and has no objection to them using said name.

Very Truly Yours,

Yaraandoo Australian Clothing Pty. Ltd.

BY: Ian Bett