

State of Idaho

Department of State

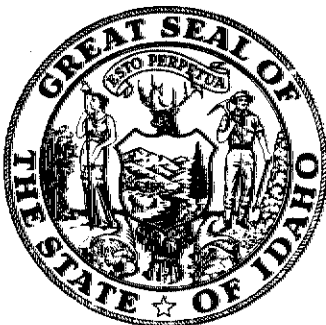
CERTIFICATE OF INCORPORATION OF

JOKER'S WILD TOO, INC.
File number C 117269

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: November 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herald*

ARTICLES OF INCORPORATION

OF

JOKER'S WILD TOO, INC.

KNOW ALL MEN BY THESE PRESENTS: THAT WE, DAN B. BEVINS and JUDI BEVINS, THE UNDERSIGNED, ADULTS AND NATURAL PERSONS OF FULL AGE, CITIZENS OF THE UNITED STATES OF AMERICA AND RESIDENTS OF THE STATE OF IDAHO, HAVE THIS DAY VOLUNTARILY ASSOCIATED FOR THE PURPOSE OF FORMING A PRIVATE CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND MORE PARTICULARLY UNDER CHAPTER 1, TITLE 30, IDAHO CODE, AND TO THAT END HEREBY ADOPT ARTICLES OF INCORPORATION AS FOLLOWS:

ARTICLE I

The name of the corporation is JOKER'S WILD TOO, INC.

ARTICLE II

PURPOSE AND POWERS OF THE CORPORATION

The nature, objects, and purposes for which this corporation is formed shall be:

A

1. To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of novelty gifts, costumes, greeting cards, games and jewelry and related products.

2. To invest the funds of the corporation in real properties, mortgages, stocks, bonds, debentures, personal property, or any other types of investment.

3. To hold licenses issued by the State of Idaho or any

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political subdivision thereof as may be required or allowed for such purposes.

4. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

B

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho and of the objects and purposes hereinbefore stated, it is expressly provided that the corporation shall also have the following powers, that is to say:

1. The corporation shall have power to purchase, lease, or otherwise acquire by bequest, devise, gift, or other means, and to hold, own, manage, or develop, and to mortgage, hypothecate, deed in trust, sell, convey, exchange, option, or otherwise dispose of real and personal property of every class and description and any estate or interest therein, as may be necessary or convenient for the proper conduct of the affairs of the corporation, without limitation as to amount of value.

2. To purchase, hold and acquire stock, bonds, debentures, and other debt instruments of private individuals, other businesses and corporations whether they be private, municipal, or governmental, profit or nonprofit as investments of the corporation.

3. To use surplus earnings or accumulated profits for the purchase or acquisition of its own capital stock, bonds, and other obligations from time to time as the Board of Directors may determine; and such capital stock, bonds, and other obligations so purchased may, if the Board so determines, be held as treasury stock, to be disposed of thereafter in such manner as the directors shall deem proper.

4. To borrow money, and to draw, make, accept, endorse, issue, sell, to otherwise deal lawfully in promissory notes, bills of exchange, bonds, debentures, or any other negotiable or transferable obligations or instruments from time to time for any purpose of or concerning the business of the corporation.

5. To lend and advance money or to give credit to such persons and on such terms as may seem expedient, and in particular to customers, clients, and others having dealings with the corporation.

6. To issue stock and accept payment of subscriptions therefor and such installments, in such manner, on such terms, in money, in kind, for services or labor, or in property, real or personal, or both, as shall be determined by the Board of Directors.

7. To hold and conduct meetings of the shareholders, directors, and the executive directors committee without and beyond the territorial limits of the State of Idaho and without and beyond the territorial boundaries of the United States.

8. To enter into and perform all manner and kinds of

contracts, agreements, and obligations for any lawful purpose by or with any person, firm, association, corporation, or governmental division or subdivision, including the officers and directors of the corporation.

C

It is the intention of the incorporators of this corporation that the foregoing clauses shall be constructed both as objects and powers, and the foregoing enumeration of specific objects and powers shall not be construed to limit or restrict in any manner the powers of the corporation, but said corporation shall have the power to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of its purposes, or the attainment of any one or more of the objects hereinabove enumerated or incidental to the purposes and objects hereinabove named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which is permitted under the laws of the State of Idaho, under which this corporation is organized, to the same extent and as fully as a natural person might or could do.

ARTICLE III

The term for which this corporation shall commence shall be November 20, 1996, and shall exist in perpetuity.

ARTICLE IV

The location and address of the registered office of this corporation in the State of Idaho shall be 5157 Glennwood, Boise,

Idaho 83714, and the registered agent shall be DAN B. BEVINS, 5157 Glennwood, Boise, Idaho 83714.

ARTICLE V

The corporation shall be authorized to issue one class of stock which shall be par value common shares with full voting rights, all as set forth below:

The total authorized number of par value common stock with voting right is 1,000,000 shares of the aggregate par value of \$1,000,000.00 and of the par value of \$1.00 per share, non-assessable.

The corporation shall then have a total authorized capitalization of \$1,000,000.00.

ARTICLE VI

The names and address of the incorporators and the number of shares of stock subscribed by each of the incorporators, are as follows:

NAME	ADDRESS	SHARE
DAN B. BEVINS	2867 W. JOUST MERIDIAN, IDAHO 83642	1
JUDI BEVINS	2867 W. JOUST MERIDIAN, IDAHO 83642	1

ARTICLE VII

This corporation shall be authorized to contract with its officers and directors for employment or otherwise, and said contracts shall be binding even though the parties beneficially interested are members of the Board of Directors whose vote is necessary for approval of the action taken.

ARTICLE VIII

A shareholder of this corporation shall not be personally liable for any debt or liability of the corporation; except every shareholder is individually and personally liable for the debts and liabilities of the corporation to the full amount unpaid upon any subscription to shares of stock made by him.

ARTICLE IX

The business of this corporation shall be managed and conducted by a Board of Directors, which initial directors shall be DAN B. BEVINS and JUDI BEVINS, 2867 W. Joust, Meridian, Idaho, who shall be and shall serve as the Board of Directors until their respective successors shall be elected at the annual meeting of the stockholders of this corporation and successors thereof shall be elected at every annual meeting of the shareholders of this corporation.

ARTICLE X

The following special charter clauses shall also govern this corporation but in no event shall they ever be construed to restrict or limit the lawful acts of the corporation:

1. Subject always to the by-laws made by the shareholders, the board of directors may make by-laws, and, from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the board of directors may be altered or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of the meeting of the shareholders.

2. The board of directors shall have power from time to time to fix and determine and to vary the amount to be reserved as a working capital of the corporation, and before the payment of any dividends or making any distribution of profits, it may set aside out of the net profits of the corporation such sum or sums as it may from time to time in its absolute discretion think proper whether as a reserve fund to meet contingencies or for the equalizing of dividends or for repairing or maintaining any property of the corporation or for such corporate purposes as the board shall think conducive to the interests of the corporation, subject only to such limitations as the by-laws of the corporation may from time to time impose.

3. In all elections for directors every shareholder shall have the right to vote in person or by proxy for the number of shares owned by him for as many persons as there are directors to be elected, or to cumulate such shares and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principal among as many candidates as he shall think fit.

4. In furtherance and not in limitation of the powers conferred by statute, the board of directors may be authorized, by the shareholders pursuant to Title 30, Idaho Code, to sell, assign, transfer, convey and otherwise dispose of the whole or substantially the whole of the property, assets, effects, franchises and good will of this corporation on such terms and conditions as they shall deem advisable.

5. Whenever a compromise or arrangement is proposed between this corporation and its creditors and/or between this corporation and its shareholders, or whenever a merger or consolidation has been proposed, any dissenting shareholders have the rights and privileges of such dissenting shareholders as provided in Chapter 1, Title 30, Idaho Code.

6. The corporation may indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the board of directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which

those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise.

7. The articles of incorporation or any part thereof may be amended, altered, changed, or repealed by the affirmative vote of a majority of holders of shares entitled to vote thereon at a meeting and who would be entitled to notice of the meeting for such purpose, or by a writing unanimously signed by all of the holders of shares who would be entitled to notice of a meeting for such purpose.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of November ____, 1996.



DAN B. BEVINS-Incorporator



JUDI BEVINS-Incorporator

STATE OF IDAHO,)
 : ss.
County of Ada,)

On this 26th day of November, 1996, before me, the undersigned, a Notary Public in and for said State, personally appeared DAN B. BEVINS and JUDI BEVINS, known or identified to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged 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.

SEAL



NOTARY PUBLIC FOR IDAHO
RESIDING AT MERIDIAN, IDAHO
COMMISSION EXPIRES: 7-01-1997