

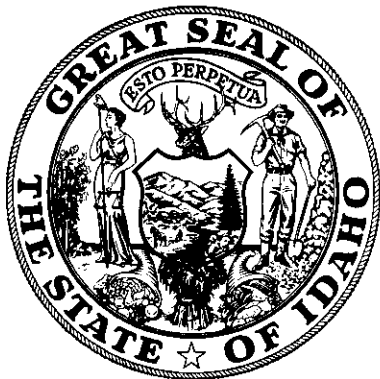
CERTIFICATE OF INCORPORATION  
OF

ATHLETES FACTORY OUTLET, 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 23, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Rich R. St*



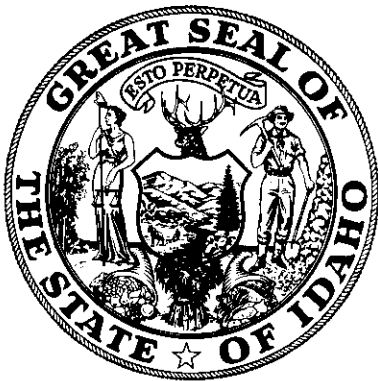
CERTIFICATE OF INCORPORATION  
OF

MARK L. PETERSEN, M.D., P.A.

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Dated: August 23, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Heidi Rost*

RECEIVED  
SEC. OF STATE

35 AUG 23 1952

ARTICLES OF INCORPORATION  
OF  
ATHLETES FACTORY OUTLET, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That, we the undersigned being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE ONE  
NAME

The name of the corporation shall be ATHLETES FACTORY OUTLET, INC.

ARTICLE TWO  
PURPOSES AND POWERS

The purposes for which the corporation is organized are as follows:

(1) To manufacture, own, buy, sell, export, import and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, building or construction supplies and products, and generally engage in any mercantile, fabricating, manufacturing, trading or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

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SEC. STATE  
35 AUG 23 1949

ARTICLES OF INCORPORATION  
OF  
MARK L. PETERSEN, M.D., P.A.

The undersigned, being a duly licensed physician, qualified to practice medicine pursuant to the laws of the State of Idaho, in order to form a professional corporation for the purposes hereinafter stated, pursuant to the Professional Service Corporation Act and Idaho Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation shall be Mark L. Petersen, M.D., P.A..

ARTICLE II

The purposes for which said corporation is formed are:

A. To carry on the profession of the practice of medicine, provided that such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Idaho to practice medicine.

B. To have, exercise and enjoy all of the powers now or hereafter granted to professional corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by the Idaho Professional Corporation Act and any present and/or future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business and/or carrying into effect any and all of the aforesaid objects and purposes.

C. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The Corporation is to have perpetual existence.

#### ARTICLE IV

The address of the Corporation's initial registered office shall be 1945 East 17th Street, Idaho Falls, County of Bonneville, State of Idaho and the name of its initial registered agent at such address is Mark L. Petersen.

#### ARTICLE V

The capital stock of the Corporation shall be fifty (50) shares of common stock, without par value. The capital stock of the Corporation shall not be assessable.

#### ARTICLE VI

The name and address of the incorporator is:

Mark L. Petersen, M.D.  
1945 East 17th Street  
Idaho Falls, Idaho 83401

#### ARTICLE VII

The number of directors constituting the initial board of directors of the Corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Mark L. Petersen, M.D.  
1945 East 17th Street  
Idaho Falls, Idaho 83401

#### ARTICLE VIII

Provisions denying preemptive rights are: None

#### ARTICLE IX

Provisions for the regulation of the internal affairs of the corporation are: None

#### ARTICLE X

This corporation is a professional service corporation incorporated under Chapter 13 of Title 30 of the Idaho Code, as amended, and as such is fully subject to all the provisions of

(2) In connection with the above-mentioned purpose, the corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other ACTS TO THE EXTENT PERMITTED UNDER Chapter 1 of Title 30 of the Idaho Code, and any present and future amendments thereto.

#### ARTICLE THREE PRINCIPAL OFFICE

The post office address of the principal office of the corporation in the State of Idaho is 223 Holly, Nampa, Idaho 83651.

#### ARTICLE FOUR REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 223 Holly, Nampa, Idaho 83651. The name of the corporation's initial registered agent at such address is Kem L. Marshall, whose address is same as stated above.

#### ARTICLE FIVE INCORPORATORS

The name and post office address of each incorporator is:

Kem L. Marshall, 2711 West Greenhurst, Nampa, Idaho 83651

Roland Williams, Route #2, Nampa, Idaho 83651

Michael Sharp, 223 Holly, Nampa, Idaho 83651

said Chapter 13, all of which are incorporated in these Articles as though fully set forth at length.

DATED this 14th day of August, 1985.

  
\_\_\_\_\_  
Mark L. Petersen

INCORPORATOR

7586c/sg

ARTICLE SIX  
DIRECTORS

The names of the persons appointed to act as the directors until the first annual meeting or until their successors are duly chosen and qualified are:

Kem L. Marshall, 2711 West Greenhurst, Nampa, Idaho 83651

Roland Williams, Route #2, Nampa, Idaho 83651

Michael Sharp, 223 Holly, Nampa, Idaho 83651

ARTICLE SEVEN  
CAPITALIZATION

The aggregate number of shares of stock that the corporation is authorized to issue is 100,000 shares, which shares shall be common stock with no par value.

ARTICLE EIGHT  
DURATION

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Nampa, Idaho, on the 15 day of August, 1985.

  
KEM L. MARSHALL

  
ROLAND WILLIAMS


  
MICHAEL SHARP

STATE OF IDAHO            )  
                                  ) §.  
County of Canyon        )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, do hereby certify that on this day, personally appeared before me KEM L. MARSHALL, ROLAND WILLIAMS, and MICHAEL SHARP, who, being by me first duly sworn, declared that they are the only incorporators referred to in Article Five of the foregoing Articles of Incorporation, and that they signed these Articles as such and that the statements contained therein are true.

WITNESS my hand and Notarial Seal on this 15 day of August, 1985.

\*(SEAL)

  
NOTARY PUBLIC OF IDAHO  
Residing at Boise, Idaho  
My Commission is for life.  
My bond expires: Life