

State of Idaho

Department of State

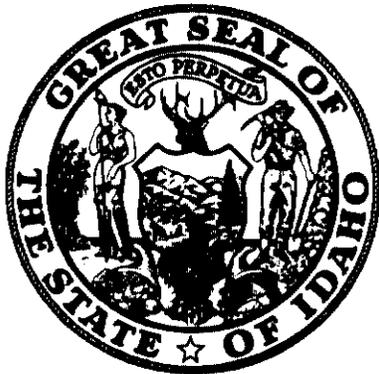
CERTIFICATE OF INCORPORATION OF

A CHILD'S PLACE, 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: October 13, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Taylor*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

'87 OCT 13 AM 9 24

A CHILD'S PLACE, INC.

The undersigned, acting as the Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is A Child's Place, Inc.

II.

The period of its duration is perpetual.

III.

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

IV.

The street and mailing addresses of the initial registered office of the corporation are 700 WASHINGTON AV. N
KETCHUM, Idaho, and P. O. Box 3634, Ketchum, Idaho, respectively, and the name of its initial registered agent at such addresses is Sharon Poehling.

V.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of which shall be common stock with a par value of \$1.00 per share, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

VI.

The number of directors constituting the initial Board of Directors of the corporation is two (2). The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of shareholders to be held on March 1, 1988, or until their successors are elected and shall qualify, are:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|------------------|--|
| MICHAEL POEHLING | P. O. Box 3634 Ketchum, Idaho 83340 |
| SHARON POEHLING | P. O. Box 3634 Ketchum, Idaho 83340 |

VII.

The name and mailing address of the Incorporator is:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|-----------------|--|
| SHARON POEHLING | P. O. BOX 3634 Ketchum, Idaho 83340 |

DATED this 7th day of October, 1987.

Sharon Poehling

SHARON POEHLING

STATE OF IDAHO)
) ss.
County of Blaine)

I, Carl C. Contauk, a notary public, do hereby certify that on this 7th day of October, 1987, personally appeared before me SHARON POEHLING, who, being by me first duly sworn, declared that she is the Incorporator of A Child's Place, Inc., that she signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Carl C. Contauk

Notary Public for Idaho
Residing at: Hailey

D21:10