



CERTIFICATE OF INCORPORATION
OF

MARKET PLACE 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: **October 17, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

Articles of Incorporation of

MARKET PLACE USA, INC.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation:

- FIRST:** The name of the corporation is Market Place USA, Inc.
- SECOND:** The period of its duration is Perpetual
- THIRD:** The purpose(s) for which the corporation is organized are to operate a mail order catalog business and transact any lawful business for which corporations may be incorporated under this act.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is Fifty (50) of common stock, one class only with a par value of \$100.00 each.
- FIFTH:** The corporation will not commence business until at least One Thousand Dollars (\$1,000.00) have been received by it as consideration for the issuance of shares.
- SIXTH:** Cumulative voting of shares of stock is ~~not~~ authorized.
- SEVENTH:** Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None
- EIGHTH:** Provisions for the regulation of the internal affairs of the corporation are: to be set forth in the Bylaws as permitted under this Act.
- NINTH:** The address of the initial registered office of the corporation is:
2125 Hervey Street, Boise, Idaho 83705
and the name of its initial registered agent at such address is Sondra Dickerson
- TENTH:** Address of the principal place of business is 1626 S. Orchard Ste. 186, Boise Id. 83705
- ELEVENTH:** The number of directors constituting the initial board of directors of the corporation is one, and 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:

Name

Address

Sondra Dickerson

2125 Hervey Street
Boise, Idaho 83705

The name and address of each incorporator is:

Name

Address

Sondra Dickerson
Connie Zitlau

2125 Hervey St., Boise, Id. 83705
2125 Hervey St., Boise, Id. 83705

IN WITNESS WHEREOF, the incorporator(s) have hereunto set their hands this 15th day of
October, 1985.

Signatures of All Incorporators

Sondra Dickerson
Connie Zitlau