

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TOPPERS OF MCCALL, 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: September 16, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION

OF

TOPPERS OF McCALL, INC.

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SEC. OF STATE

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KNOWN ALL MEN BY THESE PRESENT that Dorothy L. Mott, Richard A. Mott, and Mary L. Gendron, are natural persons of the age of eighteen years or more, do hereby incorporate a corporation under and pursuant to the laws of the State of Idaho relative to private corporations and hereby do adopt, execute and verify, in duplicate, the following articles of incorporation.

ARTICLE I

The name of the corporation is TOPPERS OF McCALL, INC., and the duration thereof shall be perpetual.

ARTICLE II

The purpose or purposes for which the corporation is organized shall be:

(1) To engage in any or all lawful business activity for which corporations may be incorporated under the Idaho Business Corporation Act:

(2) To engage in the manufacturing and sale of apparel to the general public:

Lastly, to do any and all other acts and things necessary, incident, proper, desirable or convenient for carrying out the purposes of this corporation or any of them, and generally to engage in any or all of the foregoing enterprises, business and occupations, either within or without the State of Idaho or the United States.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict in any manner the general powers of this corporation under the laws of the State of Idaho.

ARTICLE III

The address of said corporation's initial registered office is Post Office Box 626, 2040 Payette Drive, McCall, Idaho 83638, and the name of its initial registered agent at said address is Dorothy L. Mott.

ARTICLE IV

The address to which the Secretary of State may mail notices as required by Section 30-1-54 of the Idaho Business corporation Act is the following:

Toppers of McCall, Inc.
Post Office Box 626
2040 Payette Drive
McCall, Idaho, 83638

ARTICLE V

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and qualified are:

Dorothy L. Mott
Post Office Box 626
2040 Payette Drive
McCall, Idaho 83638

Richard A. Mott
Post Office Box 626
2040 Payette Drive
McCall, Idaho 83638

Mary L. Gendron
Post Office Box 237
1047 Cee Way Loop
McCall, Idaho 83638

ARTICLE VI

The names and addresses of the incorporators of said corporation are:

Dorothy L. Mott
Post Office Box 626
2040 Payette Drive
McCall, Idaho 83638

Richard A. Mott
Post Office Box 626
2040 Payette Drive
McCall, Idaho 83638

Mary L. Gendron
Post Office Box 237
1047 Cee Way Loop
McCall, Idaho 83638

ARTICLE VII

The aggregate number of shares which the corporation shall have authority to issue is 100,000. Such shares shall be of a single class and without par value.

The shareholder shall have the preferential or pre-emptive right to subscribe for or purchase any stock of any class, and rights, warrants or options with respect thereto or any obligation convertible into or exchangeable for any such stock or other security whether out of unissued stock or other securities or out of stock and other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor except as delineated in the bylaws for the corporation.

Each shareholder shall have one (1) vote for each share held of record on all matters submitted for shareholder approval. No shareholder shall be entitled to accumulate his votes for election of directors.

ARTICLE VIII

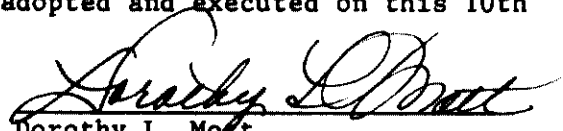
The internal affairs of the corporation shall be controlled by the Bylaws of the Corporation to be adopted at the organizational meeting of the corporation.

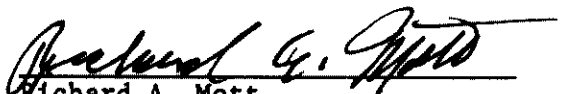
ARTICLE IX

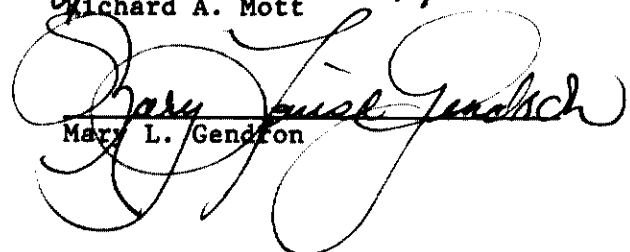
The corporation shall indemnify, exonerate, reimburse or defend any present or former director, officer, employees, affiliate, agent or contractor of this corporation for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by or caused by them in such capacity except for their own negligence, knowing unauthorized acts or defalcations not ratified, confirmed or adopted or the benefit thereof received by this corporation.

IN WITNESS WHEREOF, We, the undersigned incorporators, declare under penalties of perjury that we have examined the foregoing document and to the best of our knowledge and belief, it is true, correct and complete.

These Articles of Incorporation have been adopted and executed on this 10th day of September, 1993.


Dorothy L. Mott


Richard A. Mott


Mary L. Gendron