

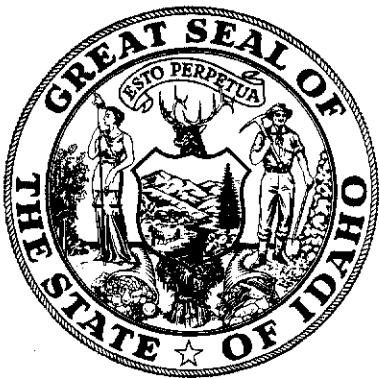
CERTIFICATE OF INCORPORATION  
OF

HENRY'S LTD.

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 14, 1985



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*W. J. Clark*

ARTICLES OF INCORPORATION

OF

HENRY'S LTD.

KNOW ALL MEN BY THESE PRESENTS, that we, the under-  
signed, BRUCE H. WALKER and DIANE J. WALKER, being two  
(2) natural persons of full age, who are citizens of the  
United States, have this day associated themselves  
voluntarily for purposes of forming a private domestic  
corporation under the laws of the State of Idaho, and  
to that end do hereby adopt Articles of Incorporation,  
as follows:

FIRST: Corporate Name: The name of this  
corporation shall be Henry's Ltd.

SECOND: Corporate Existence: The period of existence  
and duration of this corporation shall be perpetual.

THIRD: Registered Office and Registered Agent: The  
location of the registered office of this corporation shall  
be 140 West Main, Grangeville, Idaho 83530, with the  
registered office of said corporation being at the same  
address. The registered agent to accept process pursuant  
to law will be Bruce H. Walker, whose address and mailing  
address shall be the same as set forth in this paragraph.

FOURTH: Corporate Purposes: The nature of the  
business and object and purposes of this business to be  
transacted, promoted and carried on are the doing of any  
or all of the following things herein mentioned, as fully  
and to the same extent as natural persons might or could  
do in any part of the world . . . .

1) To establish, purchase, lease as lessee or  
acquire otherwise, to own, operate, maintain, sell, mortgage,

deed in trust, lease as lessor and otherwise dispose of retail merchandise, including but not limited to jewelry, watches, cameras, musical instruments or any other retail merchandise generally associated with the businesses of jewelry stores, music stores, and camera stores, and to likewise buy, sell, trade, manufacture, deal in and with goods, wares, and merchandise of every kind and nature and to carry on such businesses as wholesalers, retailers, importers or exporters; to acquire all such merchandise, supplies, materials or other articles as shall be necessary or incidental to such businesses and to have or carry out all powers set forth above as fully as natural persons, whether as principals, agents, trustees or otherwise. Within said businesses, shall be all incidental activities relating to retail merchandising of jewelry, cameras and camera equipment, musical instruments and all other associated products, of every kind and description, whatsoever.

2) To do any of the things incidental, necessary or prudent in relation to carrying out the purposes set forth in the preceding paragraph which may be deemed reasonable and necessary by the Board of Directors.

3) To have and exercise all of the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to laws under which this corporation is organized and to do any and all of the acts mandatory thereof and supplemental thereto.

4) To invest the assets of the corporation in property of every kind and character, whether real, personal or mixed, tangible or intangible, wherever situated and however held, including but not limited to money, choses in action, security, stocks, bonds, warrants, mortgages, notes,

and other obligations and evidences of interest indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof. That the corporation shall have the power to deal in real estate of all forms regardless of whether it be leasing, owning outright, investing in or the sale or development of any real property, wherever situated, including to the operation and management of those apartments, motels, condominiums of every kind and character or description whatsoever, including the development of currently undeveloped property into subdivisions, industrial developments, or improved real estate of all kinds.

5) To hire and employ service agents, employees and to enter into agreements of employment and collective bargaining and to act as agent, contractor, trustee, factor or otherwise, either alone or in any company with others.

6) To let concessions to others and to do any of the things that this corporation is empowered to do, and to do, make, perform, and carry out contracts and arrangements of every kind and character of any person, firm, association or corporation, or any government or authority or subdivision thereof.

7) To lease equipment from any other corporation to carry out the purposes of this corporation and to pay rents for such leased equipment to the owner thereof under any circumstances deemed reasonable by the Board of Directors.

Nothing in these paragraphs and this section shall be construed as giving this corporation the right, powers, or privileges not permitted to it by law, but the occurrence in any of the foregoing clauses of this article of any purpose, power or object not prohibited by the laws of the State of

Idaho of the United States of America, or any other state, or district, in which this corporation may carry on business shall not invalidate any other purpose, power, or object not otherwise prohibited by reason of contiguity or apparent association therewith.

8) To acquire, and to make payment therefore in cash for the stocks or bonds of the corporation or by undertaking or assuming any obligations and liabilities of the transferor, or in any other way goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or sue the liabilities of any person, firm, association, or corporation; to sell or in any manner dispose of the whole or any part of the property so purchased; to conduct in a lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

FIFTH: Directors Powers: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to:

1) To make and alter bylaws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; and to authorize and cause to be executed, mortgages and liens upon the real property and personal property of this corporation.

2) Pursuant to the affirmative vote of seventy-five percent (75%) of the issued and outstanding stock, having voting power or when authority by the written consent of at least one hundred percent (100%) of the holders of the voting stock issued and outstanding, the Board of Directors shall have the power and authority at any meeting to sell, lease or exchange all of the property and assets of this corporation, including its goodwill and corporate franchise, upon such terms and conditions as its Board of Directors deems expedient

and for the best interests of the corporation.

SIXTH: Corporate Stock: The capital stock of this corporation shall be Twenty-five Thousand Dollars (\$25,000) and shall be divided into two thousand five hundred (2,500) shares of stock at the par value of Ten Dollars (\$10) per share. No distinction shall exist between the shares of this corporation and all such shares shall have the same right in the corporation.

SEVENTH: Capitalization: All or any portion of the capital stock may be issued for cash or payment for real or personal property, services, or any other right, or thing of value, for the uses of the corporation, and when so issued, shall become and be fully paid, the same as though paid for in cash at par; and the directors shall be the sole judges of the value of any property, thing or right acquired in exchange for the capital stock.

EIGHTH: Increased Capitalization: From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportion as shall be determined by the Board of Directors and may be permitted by law.

NINTH: Incorporators: The name and post office address of each of the incorporators and a statement of a total number of shares subscribed for by each is as follows:


Bruce H. Walker	620 South E Grangeville, ID	10 shares	\$100
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Diane J. Walker	620 South E Grangeville, ID	10 shares	100
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TENTH: Initial Board of Directors: The name and addresses of the initial Board of Directors shall be: Bruce H. Walker, 620 South E, Grangeville, Idaho and Diane J. Walker, 620 South E,

ELEVENTH: Amendment of Articles: This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by the statute, and all the rights conferred upon the stockholders herein are granted, subject to this resolution.

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BRUCE H. WALKER

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(NOTARY SEAL)

James E. Emery

Notary Public for the State of Idaho  
Residing at Grangeville, therein.

My commission expires 7-1-87.

STATE OF IDAHO     )  
                                  ss  
County of Idaho    )

On this 29th day of October, 1985, before me, a  
Notary Public in and for said County and State, personally  
appeared DIANE J. WALKER, known to me to be the person  
whose name is subscribed to the within instrument and  
she acknowledged to me that she freely executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand  
and affixed my official seal the day and year first  
above written.

(NOTARY SEAL)

James E. Emery

Notary Public for the State of Idaho,  
Residing at Grangeville, therein.

My commission expires 7-1-87.