



CERTIFICATE OF INCORPORATION
OF

SUSAN'S INC.

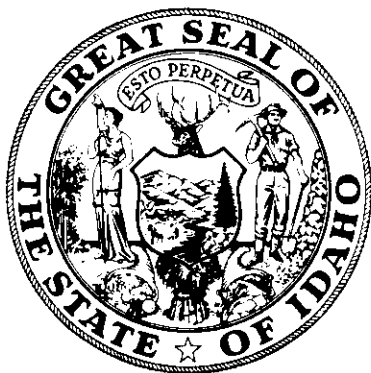
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SUSAN'S INC.

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: *May 7, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLE OF INCORPORATION

RECEIVED
SEC. OF STATE

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1. NAME. The name of the Corporation is Susan's Inc.
2. DURATION. The period of duration is perpetual.
3. PURPOSE. The purpose or purposes for which this corporation is organized to operate retail sales and all other business not forbidden by law.
4. STOCK. The aggregate number of shares in which the corporation shall have authority to issue is 25,000.00, all of one class, i.e. common, having a \$1.00 par value.
5. PRE-EMPTIVE RIGHTS DENIED. No holder of any shares of the corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.
6. REGULATORY PROVISIONS. Provisions for the regulation of the internal affairs of the corporation are: no sale of shares shall be made by any shareholder to any person who is not a shareholder of the corporation, except as follows:
 - A. In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the corporation, he shall first submit to the shareholders of the corporation satisfactory evidence of the agreement to purchase such

shares by such third person and the price agreed to be paid therefore.

B. In the event the remaining shareholders agree to purchase such shares at the same price which the shareholder can receive from the third party, then the shares shall be sold to the shareholders of the corporation in such proportionate amounts as their respective shareholdings bear to all of the shares held by the shareholders of the corporation.

C. In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same and in the same proportion as above set forth.

D. No shares shall be sold to any person other than the shareholders of the corporation until each of the shareholders shall have been afforded an opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

E. Notice in writing to the shareholders of the corporation of the desire of any shareholder to sell his shares shall be given by such shareholder, and, at such time, satisfactory evidence shall be furnished to the shareholders as to the price hereinabove set forth. The shareholders shall have thirty (30) days after the receipt of such notice within which to elect, in writing, to purchase such shares or to decline to do so.

7. REGISTERED OFFICE AND AGENT. The address of the initial registered office of the corporation is 1354 Ricks , Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Barry W. Ferrin.

8. DIRECTORS.

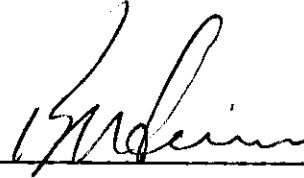
A. The business of the corporation shall be managed by its Board of Directors, each of whom shall be at least twenty-one years of age. The number of Directors constituting the entire Board shall not be less than two (2), and subject to such minimum may be increased or decreased from time to time by an amendment of the by-laws in a manner not prohibited by law. Until so changed, the number shall be two (2).

B. The names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barry W. Ferrin	1354 Ricks, Idaho, Falls, Idaho 83401
Anita J. Ferrin	1354 Ricks, Idaho Falls, Idaho 83401

9. The incorporation is a person over the age of twenty-one years whose name and address is Barry W. Ferrin, of 1354 Ricks, Idaho Falls, Idaho 83401.

DATED this 24th day of January, 1986.

A handwritten signature in dark ink, appearing to read "Barry W. Ferrin", is written over a horizontal line.

BARRY W. FERRIN