

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

STITCHES 'N BRITCHES, INC.

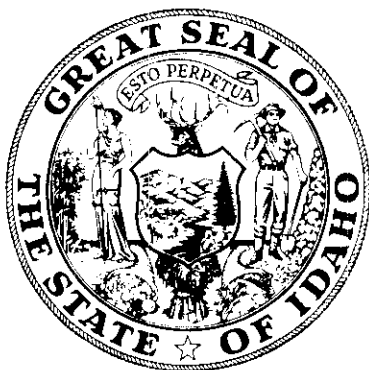
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

STITCHES 'N BRITCHES, 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: *December 3, 1982*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
STITCHES 'N BRITCHES, INC.

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned, citizens of the United States of America, each over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a domestic corporation under and by virtue of the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I.

The name of this corporation is, and shall be STITCHES 'N BRITCHES, INC.

ARTICLE II.

The objects and purposes for which this corporation is formed are as principals, agents, or otherwise, to do in any part of the world any and every of the things therein set forth or permitted by law to the same extent as natural persons might and could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the Corporation shall have power:

(a) To engage in the business of buying and selling clothing and related merchandise and to purchase, or otherwise, acquire merchandise to conduct said business.

(b) To take, hold, lease, mortgage, own, purchase, or acquire by operation of law or otherwise, real property or any interest therein or appurtenant thereto, and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the land, real property, personal property, or interest therein, owned by, or otherwise acquired, or to be owned or otherwise, acquired by said corporation, or in any other lands or personal property in

which the said corporation may have any interest, and to handle and deal in any land, interest in land, or personal property or interest therein, of said corporation in any manner it may desire.

(c) To enter into, make, perform and carry out any and all contracts or agreements of every kind, amount and character with any person, firm, association, corporation, Federal or State government or any political subdivision, or corporation or agency thereof.

(d) To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, personal property of every kind and character, debts, dues and demands or causes of action, and each and every kind of personal property, evidence of debts, bonds, stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business or otherwise.

(e) To borrow and lend money from and to any person, firm, corporation, association, or federal or state government or any political subdivision, or corporation or agency thereof, and to make, take and execute notes, mortgages, bonds, deeds of trust, or other evidence of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take and receive notes, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise.

(f) To own, hold, lease, or sublet, or to conduct on its own account, or for any person, firm association, corporation, or federal or state government or any political subdivision, or corporation or agency thereof, all and every kind of merchandise, business or property necessary or proper to carry on an account of the business of said corporation.

(g) To build any and all necessary buildings, appurtenances and structures at any place proper and convenient to carry on any or all of the business of said corporation.

(h) To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interest of the corporation, or to the enhancement of the value of its stock holdings and property of any kind or character.

ARTICLE III.

The corporate existence of this corporation shall be perpetual.

ARTICLE IV.

The located and post office address of the corporation's registered office in the State of Idaho, shall be 3202 West Fairway Drive, Coeur d'Alene, Idaho, 83814.

ARTICLE V.

This company shall be capitalized for \$5,000. The 50 shares, all of which shall be common stock with a par value of \$100 per share. Said shares shall be non-assessable and shall all be of the same class and every share of said stock shall be equal in all respects to every other of said shares.

The said shares may be issued and sold from time to time by the corporation for such consideration and upon such terms as may, from time to time, be fixed by the Board of Directors without action by the stockholders.

Notwithstanding the provisions of Section 30-120, Idaho Code, the Board of Directors of this corporation shall have power and authority from time to time to authorize the sale of, and to sell for cash or otherwise, all or any portion of the unissued and/or of the treasury stock of this corporation without said stock, of any thereof, being first offered to the shareholders of this corporation.

ARTICLE VI.

The corporate powers of the corporation shall be vested in a Board of Directors of not less than two, and no more than three members, who shall be elected annually by the shareholders, and

who shall serve until the election and qualification of their successors. No person shall serve as a director of this corporation who is not a share-holder therein. Directors who are to serve for the first corporation year shall be selected by the incorporators. Unless otherwise determined by the shareholders, the Board of Directors, by resolution, shall from time to time fix the number of directors within the limit herein provided.

ARTICLE VII.

The names, post office addresses, and number of shares subscribed by each of the incorporators, are as follows:

NAME	ADDRESS	NO. OF SHARES
Gary E. Wraspir	3202 W. Fairway Dr. Coeur d'Alene, Ida., 83814	25
Jeannette Wraspir	3202 W. Fairway Dr. Coeur d'Alene, Ida., 83814	25

ARTICLE VIII.

In addition to the power conferred upon the shareholders by law, to make, amend or repeal by-laws for this corporation the Directors shall have the power to repeal by-laws and amend and adopt new by-laws, but such powers may be executed only by a majority of the whole board of directors.

ARTICLE IX.

A director or officer of the corporation shall not, in the absence of actual fraud, be disqualified by his office from dealing or contracting with the corporation, either as vendor, purchaser, or otherwise; and in the absence of actual fraud no transaction or contract of the corporation shall be void or voidable by reason of the fact that any director or officer, or firm of which any director or officer is a member, or any other corporation of which any director or officer is a shareholder, officer, or director, is in any way interested

in such transaction or contract; provided, that such transaction or contract is, or shall be, authorized, ratified or approved (1) by a vote of a majority of a quorum of the board of directors, or of the Executive Committee, if any, counting for the purpose of determining the existence of such majority or quorum, any director, when present, who is so interested or who is a member of a firm so interested; or (2) at a stockholders' meeting by a vote of a majority of the outstanding shares of stock of the corporation represented at such meeting and then entitled to vote, or by writing or writings signed by a majority of such holders of stock which shall have the same force and effect as though such authorization, ratification or approval were made by the stockholders; and no director or officer shall be liable to account to the corporation for any profits realized by him through any such transaction or contract of the corporation authorized, ratified, or approved, as aforesaid, by reason of the fact that he may be, or any firm of which he is a member, or any corporation of which he is a shareholder, officer, or director, was interested in such transaction. Nothing in this paragraph contained shall create any liability in the events above mentioned, or prevent the authorization, ratification or approval of such contracts or transactions in any other manner than permitted by law, or invalidate or made voidable any contract or transaction which would be valid without reference to the provisions of this paragraph.

ARTICLE X.

The officers of a corporation shall consist of a president, one (1) or more vice presidents as may be prescribed by the bylaws, a secretary, and a treasurer, each of whom shall be elected by the board of directors at such time and in such manner as may be prescribed by bylaws. Such other officers and assistant officers and agents

as may be deemed necessary may be elected or appointed by the board of directors or chosen in such other manner as may be prescribed by the bylaws. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided in the bylaws, or as may be determined by resolution of the board of directors not inconsistent with the bylaws.

ARTICLE XI.

The initial registered agent of the corporation is Gary E. Wraspir, whose address is 3202 W. Fairway Drive, Coeur d'Alene, Idaho, 83814, and the address of the initial registered office is also 3202 W. Fairway Drive, Coeur d'Alene, Idaho, 83814.

ARTICLE XII.

The names and addresses of the initial Board of Directors are as follows:

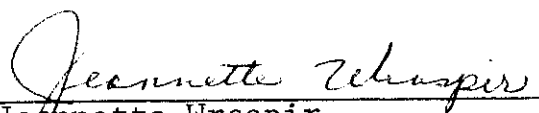
Gary E. Wraspir, 3202 W. Fairway Drive, Coeur d'Alene, Idaho, 83814

Jeannette Wraspir, 3202 W. Fairway Drive, Coeur d'Alene, Idaho, 83814.

IN WITNESS WHEREOF, we have hereunto set our hands and seals in triplicate, this 30th day of November, 1982.



Gary E. Wraspir



Jeannette Wraspir

STATE OF IDAHO)
County of Kootenai) ss

On this _____ day of November, 1982, before me personally appeared GARY E. WRASPIR and JEANNETTE WRASPIR, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year in this certificate first above written.

Notary Public for State of Idaho
Residing at:
My commission expires: Life