



Department of State.

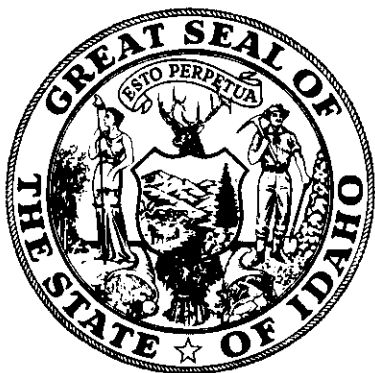
**CERTIFICATE OF INCORPORATION
OF**

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 _____

_____ ,
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 _____ , 19 ____ .



SECRETARY OF STATE

Corporation Clerk

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

SPORTOWN, INC.

The undersigned, acting as an incorporation of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such a corporation:

FIRST

The name of the corporation is Sportown, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose or purposes for which this corporation is organized are:

a. To engage in and operate a general retail sporting goods store, and to deal in, buy, manufacture, process, prepare, construct and sell general sporting equipment of all kinds and without limitation.

b. And to exercise any and all other powers that may be necessary or incidental to the complete fulfillment of the foregoing enumerated powers, and to engage in business in other states as the board of directors may, from time to time, determine.

c. The transaction of any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock and the right pertaining thereto shall be equal in all respects and the par value of each share shall be one dollar (\$1.00).

FIFTH

Provisions denying preemptive rights are none.

SIXTH

Provisions for the regulations of the internal affairs of the corporation are:

a. The board of directors of this corporation shall not exceed three (3), but may consist of a lesser number. Each director shall hold office for one year or until their successors are elected and qualified.

b. The executive officers of this corporation shall be a President, Secretary, and Treasurer, with the office of Vice-President to be optional, which such officers to be elected by the board of directors; and the President, when elected, shall be the chairman of the board for the next ensuing year, provided that the officers of Vice-President,

Secretary, and Treasurer, may be held by one and the same person; provided further that in the event that there are less than two (2) board of directors, the same person may hold the offices of President, Secretary, and Treasurer. The board of directors shall have power to fill any vacancies in the board of directors or any other office and shall have power to appoint an assistant secretary, an assistant treasurer, and a business manager none of which need be share holders of the corporation.

c. The directors of this corporation shall serve without compensation unless otherwise expressly provided by a simple majority vote by the board of directors and compensation, if any, of the executive officers be fixed and determined and from time to time, altered, modified or exchanged.

d. The corporation shall have a seal, circular in shape, the design of which shall be fixed by the board of directors, and which shall contain the following words: Sportown, Inc. Secretary of said corporation shall have the custody of the official seal of said corporation unless another person is assigned to have the said seal by a simple majority vote of the board of directors and the person having custody of said seal shall affix the same to all documents requiring the same.

e. The board of directors shall have plenary powers of discretion without the consent or vote of the stockholders to make, adopt, and amend and rescind by-laws and to make all rules and regulations deemed expedient for the conduct and business of the corporation: to fill vacancies occurring in the board of directors from any cause; to appoint from its own number an executive committee and vest said committee with all the powers granted by the directors by these articles; to fix the times of declaration and payment of dividends; to fix and vary the amounts to be reserved as working capital; to authorize and cause to be executed mortgages and liens upon all the property of the corporation or any part thereof; and generally, to do whatever in its judgment may be necessary or advisable to promote the welfare of the corporation and to further its lawful activities.

SEVENTH

The address of the initial registered office of the corporation is 410 S. Broadway, Blackfoot, Idaho, 83221, and the name of the initial registered agent at such address is Murray Jim Sorensen, at 265 N.W. Main, Blackfoot, Idaho 83221.

EIGHTH


The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and shall qualify is:

Mike Skeers	226 E. 3rd South Soda Springs, Idaho
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NINTH

The name and address of each incorporator is:

Mike Skeers	226 E. 3rd South Soda Springs, Idaho
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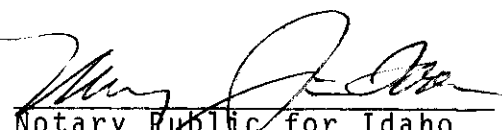


MIKE SKEERS

STATE OF IDAHO)
 : ss.
County of Bingham)

On this 21 day of July, 1980, before me the undersigned, a Notary Public in and for said State, personally appeared MIKE SKEERS, the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Blackfoot
My Commission expires: LIFE

(SEAL)