

State of Idaho

Department of State

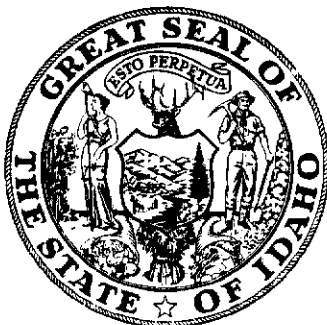
CERTIFICATE OF INCORPORATION OF

SPORTS KORNER, INC.
File number C 119388

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: May 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Delaney*

ARTICLES OF INCORPORATION

OF

SPORTS KORNER, INC.

MAY -5 AM 11:23
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator(s) of a corporation under the Idaho Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation shall be Sports Korner, Inc.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

- (1) Engage in the retail sales of sporting goods and equipment.
- (2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The principal place for the transaction of its business is hereby designated as 660 Northgate Mile, Idaho Falls, Idaho 83401. The registered office and the name of the registered agent is Andrew Grover, at 302 South Garden Street, Boise, Idaho, until August 1, 1997 and thereafter at 309 North 4500 East, Rigby, Idaho 83442.

IDAHO SECRETARY OF STATE
DATE 04/18/1997
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ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

NAME	ADDRESS	AMOUNT OF STOCK SUBSCRIBED
Andrew Grover	309 South Garden Street Boise, ID 83705	1
Candice Grover	309 South Garden Street Boise, ID 83705	1

ARTICLE IX

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS

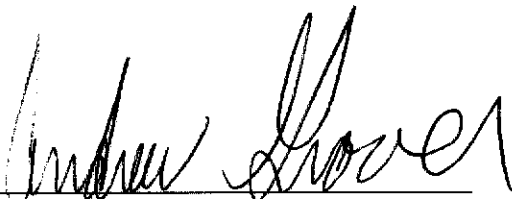
<u>NAME</u>	<u>ADDRESS</u>
Andrew Grover	309 South Garden Street Boise, ID 83705
Candice Grover	309 South Garden Street Boise, ID 83705

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR

Andrew Grover	309 South Garden Street Boise, ID 83705
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IN WITNESS WHEREOF, I have hereunto set my hand and seal in duplicate originals this
7 day of April, 1997.


 ANDREW GROVER

STATE OF IDAHO)
) ss
County of Jefferson)

I, Blair Grover, a notary public, do hereby certify that on this 7th
day of April, 1997, personally appeared before me ANDREW GROVER who, being by me first duly
sworn, declared that he is the Incorporator of SPORTS KORNER, INC., that he signed the foregoing
document as President of the corporation, and that the statements therein contained are true.

(Seal)


Notary Public for Idaho
Residing at: Rigby
My Commission Expires: 10/24/97