

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

TUALBEE'S TOYS, 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 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: March 8, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

RECORDED
SECTION 102

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ARTICLES OF INCORPORATION

OF

TAULBEE'S TOYS, INC.

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

FIRST: The name of the corporation is Taulbee's Toys, Inc.

SECOND: The period of the corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of common stock, each having a par value of \$1.00 per share.

FIFTH: The address of the initial registered office of the corporation is 231 Thain, Lewiston, Idaho 83501, and the name of its initial registered agent at such address is David R. Risley.

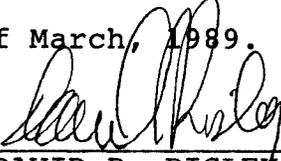
SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as the Director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Steven J. Taulbee	231 Thain, Lewiston, Idaho 83501

SEVENTH: The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David R. Risley	3rd & "D" Street, Suite 300, Bollinger Plaza, Lewiston, Idaho 83501

DATED this 6th day of March, 1989.

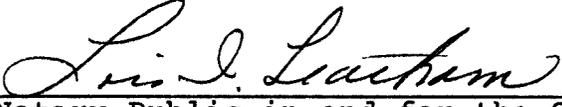


DAVID R. RISLEY

STATE OF IDAHO)
 :SS.
County of Nez Perce)

On this 6th day of March, 1989, before me, the undersigned, a Notary Public in and for said state, personally appeared DAVID R. RISLEY, known to me to be 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 hereinabove first written.



Notary Public in and for the State
of Idaho, residing at Lewiston.
My commission expires: 9-9-94