

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

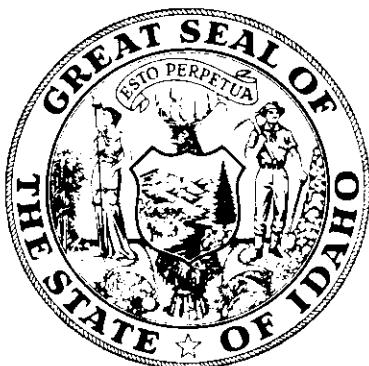
BARTER WEST, INC.

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 _____
BARTER WEST, 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: November 26, 1982.



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Meredith J. Artach*

ARTICLES OF INCORPORATION

BARTER WEST, INC.

'82 NOV 26 PM 1 51

Know all men by these presents, that we, the undersigned, at least one of whom is a bona fide resident of the state of Idaho, have this day voluntarily associated ourselves, and do hereby and by these articles of incorporation unite and associate ourselves for the purpose of forming a corporation under the laws of the said state of Idaho:

1. The name of the corporation is Barter West, Inc.
2. The purpose for which it is formed is to maintain and operate for profit a barter club for the collection and supply of information to members of the club, as to proposals for work or services, as to merchandise and other goods for sale or exchange, as to available labor or services, as to other subjects of trade interest; and to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Idaho.
3. The corporation is to have perpetual existence.
4. The location and post-office address of the registered office of the Corporation is Route 4, Box 4170, Nampa, Canyon County, Idaho 83651. The name of the Corporation's registered agent is John R. Warren.
5. The total authorized number of shares of stock is 100 shares of par value \$1.00 per share. Shares will be all of one class, and each share shall be entitled to one vote on each matter.
~~Cumulative voting shall not be permitted on any matter.~~
6. Additional shares may be issued, the number of which shall be authorized by the Board of Directors prior to the issuance of any such shares. Current shareholders are entitled to purchase their proportionate share of any new issue.
7. Transfers of shares shall be subject to any restrictions designated by the Board of Directors. The Corporation shall have first refusal as to the purchase of any outstanding shares.
8. The names and addresses of the incorporators are:

~~Douglas Severance, 721 South Powerline, Nampa, Idaho 83651~~

~~Randy Hamilton, 324 6th Avenue South, Nampa, Idaho 83651~~

John R. Warren, Route 4, Box 4170, Nampa, Idaho 83651

~~Steven C. Warren, 1211 10th Avenue South, Nampa, Idaho 83651~~

9. The initial number of Directors shall be 4. The names and addresses of the persons who will serve as the Board of Directors to manage the business and affairs of the Corporation are:

Douglas Severance, 721 South Powerline, Nampa, Idaho 83651

Randy Hamilton, 32 6th Avenue South, Nampa, Idaho 83651

John R. Warren, Route 4, Box 4170, Nampa, Idaho 83651

Steven C. Warren, 1211 10th Avenue South, Nampa, Idaho 83651

10. The amount of capital stock which has been actually subscribed is \$100, the subscribers being the following:

| Name | Shares | Par Value |
|-------------------|--------|-----------|
| Douglas Severance | 25 | \$1.00 |
| Randy Hamilton | 25 | \$1.00 |
| John R. Warren | 25 | \$1.00 |
| Steven C. Warren | 25 | \$1.00 |

11. Any other provisions, consistent with the laws of the state of Idaho, for regulating the Corporation's business or the conduct of its affairs, shall be contained in the by-laws. The by-laws may be amended at any time by an affirmative vote of the majority of the Board of Directors.

John R. Warren