



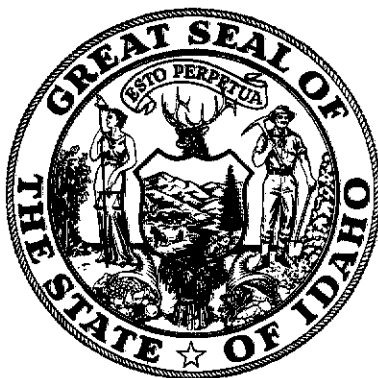
**CERTIFICATE OF INCORPORATION
OF**

THE SUMMIT MARKETING GROUP, 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: February 19, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. Hawley*

ARTICLES OF INCORPORATION

OF

THE SUMMIT MARKETING GROUP, INC.

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THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is THE SUMMIT MARKETING GROUP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to do the transaction of any and 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 FOUR HUNDRED THOUSAND (400,000). The par value of such shares shall be TEN AND NO/100ths (\$10.00) Dollars per share and shall be of one class.

FIFTH: The sale of stock of the Corporation, after the original issue of stock is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the Corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the Corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of

1 the Corporation, may transfer them. Should the Corporation not
2 have the funds to buy the shares or should it deem it undesirable
3 to purchase them for any other reason, another existing
4 shareholder shall have the option for an additional thirty (30)
5 days of purchasing the shares at the price set by the seller in
6 proportion to the number of shares then held by said shareholder.
7 If not exercised within this time, any sale to third persons
8 shall be valid. Should the Corporation not take stock, then;

9 A stockholder who desires to sell his shares of stock, he
10 must then first offer them for sale to the remaining
11 stockholders, it being the intention to give them a preference in
12 the purchase of such shares, and any attempted sale in violation
13 of this provision is null and void.

14 A stockholder desiring to sell his stock shall file notice
15 in writing of his intention with the secretary of the
16 Corporation, stating the terms of sale, and unless his terms are
17 accepted by any or all of the other stockholders within thirty
18 (30) days thereafter, they shall be deemed to have waived their
19 privilege of purchasing and he will be at liberty to sell to
20 anyone else.

21 SIXTH: Provisions for the regulation of the internal
22 affairs of the Corporation shall be as set forth in the
23 Corporation's By-Laws.

24 SEVENTH: The address of the initial registered office of
25 the Corporation is Office of Glenn Ritter, Main Street, Challis,
26 Idaho, and the name of its initial registered agent at such
27 address is GLENN RITTER.
28

1 EIGHTH: The number of directors constituting the initial
2 board of directors of the Corporation is Four (4), and the names
3 and addresses of the persons who are to serve as directors until
4 the first annual meeting of the shareholders or until their
5 successors are elected and shall qualify are:

6 NAME	ADDRESS
7 Dannie A. Strand	P.O. Box 67 Challis, Idaho 83226
8 Spencer D. Strand	P.O. Box 67 Challis, Idaho 83226
9 Glenn R. Rittter	P.O. Box 1160 Challis, Idaho 83226
10 Dan Odium	P.O. Box 937 Challis, Idaho 83226

11 TEN: The name and address of each incorporator is:

12 NAME	ADDRESS
13 Dannie A. Strand	P.O. Box 67 Challis, Idaho 83226
14 Spencer D. Strand	P.O. Box 67 Challis, Idaho 83226
15 Glenn R. Ritter	P.O. Box 1160 Challis, Idaho 83226
16 Dan Odium	P.O. Box 937 Challis, Idaho 83226

17 Dated this 16th day of FEBRUARY, 1988.

18 INCORPORATORS:

19 
Dannie A. Strand

20 
Spencer D. Strand

21 
GLENN R. RITTER

Daniel C. Odum
DAN ODLUM

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