

State of Idaho

Department of State

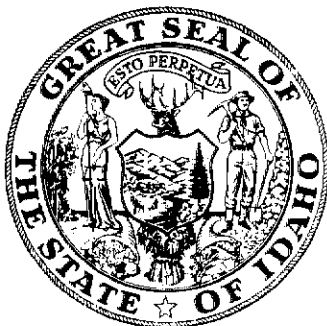
CERTIFICATE OF INCORPORATION OF

VISTA ENTERPRISES UNLIMITED, INC.
File number C 107903

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: October 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sikel*

OCT 4 2 21 PM '94
SECRETARY OF STATE

**STATE OF IDAHO
GENERAL BUSINESS CORPORATION
IDAHO BUSINESS CORPORATION
ACT 1993**

**ARTICLES OF INCORPORATION
OF
VISTA ENTERPRISES UNLIMITED, INC.**

Incorporated the 3rd day of August, 1994

**STATE OF IDAHO
GENERAL BUSINESS CORPORATION
IDAHO BUSINESS CORPORATION
ACT 1993**

IDAHO SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
VISTA ENTERPRISES UNLIMITED, INC.**

NAME

1. The Name of the Corporation is **Vista Enterprises Unlimited, Inc..**

TIME DURATION OF INCORPORATION

2. The period of duration for this corporation shall be in perpetuity.

REGISTERED OFFICE

3. The Registered Office of the Corporation will be 5415 Bloom Street, Boise, Idaho, 83703, with mailing address at 7154 West State #206, Boise, Idaho, 83703.

REGISTERED AGENT

4. The Registered Agent for the Corporation will be Albert Donald Reynolds, 5415 Bloom Street, Boise, Idaho, 83703.

GENERAL PURPOSES AND POWERS

5. (a) The Purpose of the Corporation is to engage in any act or activities that is not prohibited under any law for the time being in the State of Idaho.

(b) The Corporation shall have all such powers as are permitted by law for the time being in force in the State of Idaho, irrespective of corporate benefit, to perform all acts and engage in all activities necessary or conducive to the conduct, promotion or attainment of the purpose or objects of the Corporation.

(c) To sue and be sued, complain and defend, in its corporate name.

- (d) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (e) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (f) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (g) To lend money and use its credit to assist its employees.
- (h) To purchase, take receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (i) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Idaho Business Corporation Act 1993 (Idaho Code), within or without the state of Idaho.
- (l) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with these articles of incorporation or with the laws of the state of Idaho, for the administration and regulation of the affairs of this corporation.
- (n) To be a promoter, partner, member, associate, trustee or manager of any partnership, joint venture, trust or other enterprise.

(o) To make donations for the public welfare or for charitable, scientific or educational purposes.

(p) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

CURRENCY

5. Shares in the Corporation shall be issued in dollars of the United States of America.

AUTHORIZED CAPITAL

6. The authorized capital of the Corporation is Five Thousand (\$5,000.00) Dollars.

SHARES

7. The authorized capital is made up of one (1) class of shares: 10,000 shares of common stock having a par value of 50 cent each.

DESIGNATIONS, POWERS, PREFERENCES, ETC. OF SHARES.

8. The designations, powers, preferences, rights, qualifications, limitations and restrictions of each class and series that the Corporation is authorized to issue shall be fixed by resolution of the directors, but the directors shall not allocate different rights as to voting, dividends, redemptions or distributions on liquidation unless the Articles of Incorporation shall have been amended to create separate classes of shares and all the aforesaid rights as to voting, dividends, redemption and distributions shall be identical in each separate class.

VARIATION OF CLASS RIGHTS

9. If at any time the authorized capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue

or the shares of that class or series) may, whether or not the Corporation is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of issued shares of that class or series and of the holders of not less than three-fourths of the shares of any other class or series of shares which may be affected by such variation.

RIGHTS NOT VARIED BY THE ISSUE OF SHARES PARI PASSU

10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation of issue of further shares ranking pari passu therewith.

SHARES

11. The number of shares in the Corporation into which the share capital is divided may at the discretion of the Directors be issued as registered shares as they may determine by resolution.

SUBSCRIPTION FOR SHARES

12. All subscriptions for shares of this corporation shall conform to Section 30-1-17, Idaho Code.

PAYMENT FOR SHARES

13. The consideration for the issuance of shares shall conform to Section 30-1-19, Idaho Code.

ASSESSMENT AND SALE OF SHARES

14. Assessment and sale of shares are allowed but shall only apply to the Class A preferred shares. All assessments shall conform to section 30-1-19A, Idaho Code.

TRANSFER OF SHARES

15. Shares of the Corporation may be transferred subject to the prior or subsequent approval of the Corporation as evidenced by a resolution of directors or by a resolution of members.

THE BOARD OF DIRECTORS

16. The Board of Directors for this corporation shall consist of one (1) or more members but not more than five (5) members.

INITIAL BOARD OF DIRECTORS

17. The number of directors constituting the initial board of directors consists of one (1) director. The name of the initial director is:

Carol Lee Reynolds
5415 Bloom Street
Boise, Idaho 83703

AMENDMENT OF ARTICLES OF INCORPORATION

18. The Corporation may amend its Articles of Incorporation by a resolution of the members or a resolution of the directors as per 30-1-59, Idaho Code.

BYLAWS

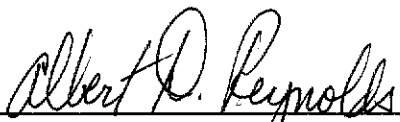
19. Initial bylaws are to be adopted by the board of directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

INCORPORATOR

20. The person whose name and address which is hereunder subscribed is desirous of incorporating an Idaho Business Corporation under the Idaho Business Corporation Act of 1993 in pursuance of this Articles of Incorporation.

AS WITNESS my hand this 3rd day August, 1994.

Incorporator



Albert Donald Reynolds,
5415 Bloom Street
Boise, Idaho, 83703