



**CERTIFICATE OF INCORPORATION
OF**

VOLUME SALES PRODUCERS, 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: December 20, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Ernest M. Babala*

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SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
VOLUME SALES PRODUCERS, INC.

We the undersigned, natural persons of the age of twenty-one years, or more, acting as incorporators of a corporation under the Idaho Business Corporation Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name. The name of the corporation (hereinafter referred to as the "Corporation") is VOLUME SALES PRODUCERS, INC.

ARTICLE II

Period of duration. The period of duration of the Corporation is perpetual.

ARTICLE III

Purpose and Powers:

Section 1. To lend, advance moneys or give credit for corporate purposes with or without requiring interest or security for the repayment thereof.

Section 2. To become a party for any lawful arrangement for sharing of profits or any union of interests reciprocal concession, partnership, syndicate, joint venture or cooperation with any person, corporation association, partnership, syndicate, entity or governmental, municipal or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to caring out any of the purposes of the Corporation.

Section 3. In general, to carry on any business and to have and exercise all powers conferred by the Act of Corporations organized under it and upon corporations by any other applicable law and all of the acts and things set forth to the same extent as natural persons might or could do in any part of the world as principal, factor, agent, contractor, representative, trustee, or otherwise, either alone or in syndicates, jointly or otherwise, in conjunction with any person, corporation, association, partnership, syndicate, entity or governmental, municipal or public authority, domestic or foreign, and to establish and maintain offices and agencies and to exercise any and all of its corporate powers and rights throughout the world.

Section 4. The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent objects, purposes and powers and the enumeration of specific objects, purposes and power shall not be construed to limit or restrict in any manner the meaning of the general terms of the general powers of the Corporation, nor shall the expression of one thing be deemed to

exclude another not expressed although it be of a like nature.

ARTICLE III

Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred (100) shares of the non-par value: such as these shares shall be called Class "A" Common Stock.

ARTICLE IV

Commencement of Business. The Corporation shall not commence business until at least One Thousand Dollars (\$1,000.00) has been received by the Corporation as consideration for the issuance of shares.

ARTICLE V

Provision for Regulation of the Internal Affairs of the Corporation.

Section 1. By-laws of the Corporation. The initial by-laws of the Corporation shall be adopted by its Board of Directors hereafter unless otherwise provided in the Act. By-laws of the Corporation may be adopted, amended or repealed either by the shareholders or by the Board of Directors.

Section 2. Shareholders of Record. The name and address of each shareholder of record of the capital stock of the Corporation as they appear in the stock records of the Corporation shall be conclusive evidences as to who are the shareholders who are the shareholders who are required to receive notice of any meetings of

the shareholders, to vote at such meetings, to examine a complete list of the shareholders who may be entitled to vote at any such meeting, and to own, enjoy and exercise any other rights and privileges which are based upon the ownership of these shares of common stock of the Corporation.

Section 3. Books and Records. The Corporation shall keep complete and correct books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and shall keep at its registered office or principal place of business a record of its shareholders giving the names and addresses of all shareholders and the number of shares of the Corporation held by each.

Section 4. The Corporation reserves the right to amend, alter or repeal or to add any provisions to these Articles of Incorporation in any manner now or hereafter prescribed by the Act and any amendments thereto or by the provisions of any other applicable law and all rights conferred upon the shareholders of the Corporation by these Articles of Incorporation and any amendments hereto are granted subject only to this reservation.

ARTICLE VI

Initial Registered Office and Original Registered Agent.

Section 1. Registered Office. The address of the original registered office of the Corporation is 1111 South Orchard Suite 119, Boise, Idaho 83705.

Section 2. Registered agent. The name of the registered agent of the Corporation at such address is Harry D. Karnes.

ARTICLE VII

Directors.

Section 1. Initial Board of Directors. The initial Board of Directors of the shall consist of two members and their respective names and addressed are:

Name:

Address:

Harry D. Karnes

3530 Windsor Dr.
Boise, Idaho 83705

Betty A. Karnes

3530 Windsor Dr.
Boise, Idaho 83705

Which directors shall hold office until the first meeting of the shareholders of the Corporation and until their successors shall have been elected and qualified.

Executed this 20 day of December 1989.

Harry D. Karnes
Betty A. Karnes

STATE OF IDAHO >
> ss
COUNTY OF ADA >

I, Rich Farnsworth, a notary public, hereby certify that on the 20th day of December, 1989 personally appeared before me Harry D. Karnes and Betty A. Karnes, the signors of the above, who being duly sworn for themselves, declared that they are the persons who signed the forgoing document as incorporators and that the statements contained herein are true.

20th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of December, 1989.

Rich Farnsworth
Notary Public, residing at Boise, Idaho
My Commission Expires: October 1994