

State of Idaho

Department of State

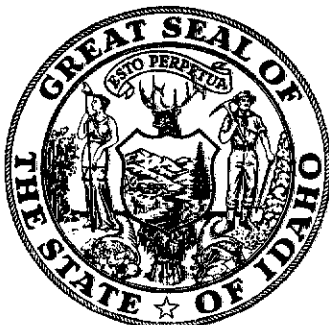
CERTIFICATE OF INCORPORATION OF

ACTION ENTERPRISES FAIRVIEW, INC.
File number C 110801

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: May 30, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

ARTICLES OF INCORPORATION

OF MAY 30 4 39 PM '95

ACTION ENTERPRISES FAIRVIEW, INC. STATE

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

I.

The name of this corporation shall be Action Enterprises Fairview, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 624 West Myrtle, Boise, Idaho 83702. The name of the initial registered agent at such address is Daniel J. Stout.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

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

V.

The aggregate number of shares of capital stock which the Corporation shall have authority to issue shall be Five Hundred Fifty Thousand (550,000) shares consisting of:

(1) Five Hundred Fifty Thousand (550,000) shares of common stock (the "Common Shares") with a par value of \$.01 per share;

ARTICLES OF INCORPORATION
ACTION ENTERPRISES FAIRVIEW, INC. - 1

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- (2) One Hundred Fifty Thousand (150,000) shares of Preferred stock (the "Preferred Shares") with a par value of \$5 per share.

The preferences, privileges, and restrictions granted or imposed upon the Common Shares, Preferred Shares, and the holders thereof are as follows:

1. Common Shares

A. *Voting Rights.* The holders of the Common Shares issued and outstanding, except as otherwise provided by law or these Articles of Incorporation shall have and possess the exclusive voting rights and powers, and shall be entitled to one vote for each share.

B. *Dividends.* Subject to the rights of the Preferred Shares, dividends may be paid to the holders of the Common Shares issued and outstanding, as and when declared by the Corporation's Board of Directors, out of any funds, property, or securities of the Corporation.

C. *Liquidation.* Subject to the rights of the Preferred Shares, the holders of the Common Shares issued and outstanding shall be entitled to share ratably, on a share-for-share basis in any liquidation, dissolution, or winding up of the Corporation.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause.

2. Preferred Shares

A. *Dividends.* The holders of the Preferred Shares issued and outstanding shall be entitled to receive out of any funds of the Corporation legally available for their declaration, a dividend at the rate of eight percent (8%) per annum of the par value of each Preferred Share. The holders of the Preferred Shares shall receive said dividend in cash annually, or at such intervals as the Board of Directors may from time to time determine. Dividends on the Preferred Shares shall accrue cumulatively following the last day of the period for which dividends have already been paid on the outstanding Preferred Shares.

B. *Priority of Preferred Dividend.* Dividends on the Preferred Shares shall be payable before any dividends shall be declared or paid upon or set apart from Common Shares and shall be cumulative, so that if in any year or years dividends upon the issued and outstanding Preferred Shares have not been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment (without

interest) before any distribution, whether by dividend or otherwise, shall be declared or paid upon, or set apart for the Common Shares.

C. *Liquidation.* Upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the issued and outstanding Preferred Shares shall be entitled to be paid out of the assets of the Corporation, before any distribution or payment is made upon, or funds set aside for the Common Shares, an amount equal to the par value of each Preferred Share held plus an amount equal to any dividends unpaid and accumulated thereon, up to the date of the liquidation, dissolution, or winding up of the Corporation. If upon liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets thus distributed among the holders of the Preferred Shares shall be insufficient to permit the payment to such shareholders of the Preferred Shares of the full preferential amounts, then the entire assets of this Corporation to be distributed shall be distributed ratably among the holders of the Preferred Shares.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this clause.

D. *Voting Rights.* The holders of the Preferred Shares will be entitled to notice of all stockholders' meetings in accordance with the Corporation's Bylaws. Except as otherwise required by law or as provided herein, the Preferred Shares will have no voting rights; provided, so long as any of the Preferred Shares remain outstanding, the Corporation shall not, without the affirmative vote or consent of the holders of at least seventy percent (70%) of the Preferred Shares outstanding at the time, given in person or by proxy, either in writing or at a meeting duly called for that purpose: (i) authorize or create or increase the authorized amount of any class or series of shares ranking prior to or on parity with the Preferred Shares with respect to payment of dividends or distribution of assets on liquidation, dissolution, or winding up; (ii) amend, alter, or repeal any provision of the Articles of Incorporation of the Corporation so as to materially and adversely affect any right, preference, privilege, or voting power of the Preferred Shares or the holders thereof; or (iii) merge or consolidate with or into any other Corporation if thereafter the resulting Corporation will have any class or any security convertible into any shares of any class, ranking on a parity with or prior to the Preferred Shares in the payment of dividends or upon redemption, or winding up of such resulting Corporation.

E. *Conversion.* The Preferred Shares shall be convertible at the option of the holder thereof into Common Shares at the rate of one of Preferred Share for one Common Share, but only between May 31, 2000, and June 30, 2000.

F. *Payment of Accumulated Dividends in kind.* On May 1, 2000, (the "Dividend Payment Date") all accumulated unpaid dividends on issued and outstanding Preferred Shares shall be paid in the form of additional Preferred Shares. The Corporation

shall pay such accumulated dividends (existing as of April 1, 2000), to the holders of the issued and outstanding Preferred Shares by issuing additional Preferred Shares on the Dividend Payment Date. In determining the number of Preferred Shares to be issued as a dividend such shares shall be valued at par value (\$5.00). The Corporation shall not be required to issue fractional Preferred Shares. Any fractional interests remaining after issuance of the Preferred Shares paid as a dividend shall be disposed of by the payment of cash by the Corporation.

G. *Method of conversion.* In order to exercise the conversion privilege, the holder of any Preferred Shares shall surrender the certificate or certificates for such Preferred Shares accompanied by proper instruments of surrender to the Corporation at its principal office. The certificate or certificates for such Preferred Shares shall also be accompanied by a written notice to the effect that the holder elects to convert such Preferred Shares and stating the name or names in which the certificate or certificates for shares of Common Shares which shall be issuable on such conversion shall be issued. As promptly as practicable after the receipt of such notice and the surrender of such Preferred Shares, the Corporation shall issue and deliver to such holder or to the written order of such holder a certificate or certificates for the number of Common Shares issuable upon conversion of such Preferred Shares. Such conversion shall be deemed to have been effected on the date on which such notice shall have received by the Corporation and such Preferred Shares shall have been surrendered as hereinabove provided. The Preferred Shares so converted shall not be reissued and shall be retired and cancelled as provided by law. All Common Shares which may be issued upon conversion of the Preferred Shares shall, upon issuance, be validly issued, fully paid, and nonassessable the Corporation.

H. *Conversion adjustment.* In case of the issuance of any shares of stock as a dividend upon the shares of Common Shares or the Preferred Shares or in case of any subdivision, split-up, combination, or change of the shares of Common Shares or Preferred Shares into a different number of shares of the same or any other class or classes of stock, or in case of any consolidation or merger of the Corporation with or into another corporation, or in case of any sale or conveyance to another corporation of the property of the Corporation as an entirety or substantially as an entirety, the conversion rate as hereinabove provided shall be appropriately adjusted so that the rights of the holders of Common Shares and of Preferred Shares will not be diluted as a result of such stock dividend, subdivision, split-up, combination, change, consolidation, merger, sale, or conveyance. Adjustments in the rate of conversion shall be calculated to the nearest one-tenth of a share. The Corporation shall not be required to issue fractions of Common Shares upon conversion of Preferred Shares. If any fractional interest of a Common Share shall be deliverable upon the conversion of any shares of Preferred Shares, the Corporation shall purchase such fractional interest for an amount in cash equal to the current market value of such fractional interest.

I. *Reservation of Common Shares.* So long as any Preferred Shares are outstanding, the Corporation shall reserve and keep available out of its duly authorized but

unissued stock, for the purpose of effecting the conversion of the Preferred Shares as hereinabove provided, such number of its duly authorized Common Shares and other securities as shall from time to time be sufficient to effect the conversion of all outstanding Preferred Shares.

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Daniel J. Stout	624 West Myrtle Boise, ID 83702

VII.

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Daniel J. Stout	375 Wing Foot Pl. Eagle, ID 83616
Eddie A. Wilson	3351 S. Peoria Way Meridian, ID 83642

VIII.

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

All or any meetings of the shareholders, or of the Board of Directors, may be held within or without the State of Idaho.

Daniel J. Stout
Daniel J. Stout, Incorporator

Shauna Marcussen
Notary Public for Idaho
Residing at: Boise, ID
My Commission Expires: 2-14-97

MAY 30 4 39 PM '95
SECRETARY OF STATE

May 30, 1995

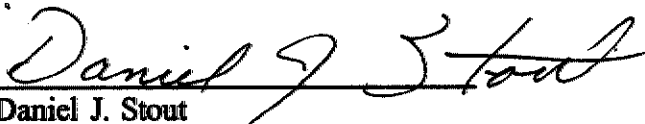
Action Enterprises Fairview, Inc.
c/o Daniel J. Stout
417 South Sixth Street
Boise, Idaho 83702

Re: Consent to Use of Name

This letter constitutes our consent to your use of the name "Action Enterprises Fairview, Inc." for a corporation to be formed under the laws of the State of Idaho.

ACTION ENTERPRISES, INC.

By:


Daniel J. Stout

Its:

Incorporator and Director