



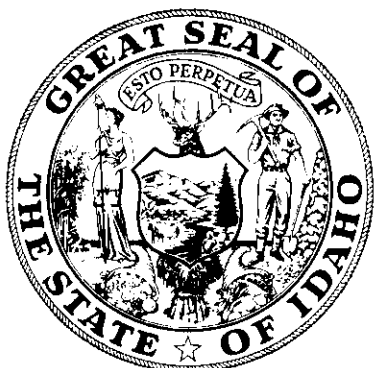
CERTIFICATE OF AUTHORITY
OF

CONSUMERS ALLIANCE

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CONSUMERS ALLIANCE for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to CONSUMERS ALLIANCE to transact business in this State under the name CONSUMERS ALLIANCE and attach hereto a duplicate original of the Application for such Certificate.

Dated February 11, 19 80



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Consumers Alliance
2. *The name which it shall use in Idaho is Consumers Alliance
3. It is incorporated under the laws of Utah
4. The date of its incorporation is 11/27/79 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1595 West 2100 South, Salt Lake City, Utah 84119
6. The address of its proposed registered office in Idaho is 1009 West Quinn Rd. Pocatello, Idaho 84832, and the name of its proposed registered agent in Idaho at that address is Woodrow W. Longhurst
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Consumer Buying Organization
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Edson K. Barton</u>	<u>President</u>	<u>552 W., 750 So., Orem, Utah 84057</u>
<u>W. A. Barton</u>	<u>Vice President</u>	<u>550 E. 200 No., Bountiful, Utah 84010</u>
<u>N. April Barton</u>	<u>Secretary</u>	<u>585 W. 440 So., Orem, Utah 84057</u>
<u>James B. Whitehead</u>	<u>V. Pres./Treasurer</u>	<u>8898 Cameo Way, Sandy, Utah 84070</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>5,000,000</u>	<u>Common</u>	<u>\$.01</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100,000	Common	\$.01

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 8, 19 80.

Consumers Alliance

By

Edson K. Barton

Its - President

and

Cyril Barton

Its - Secretary

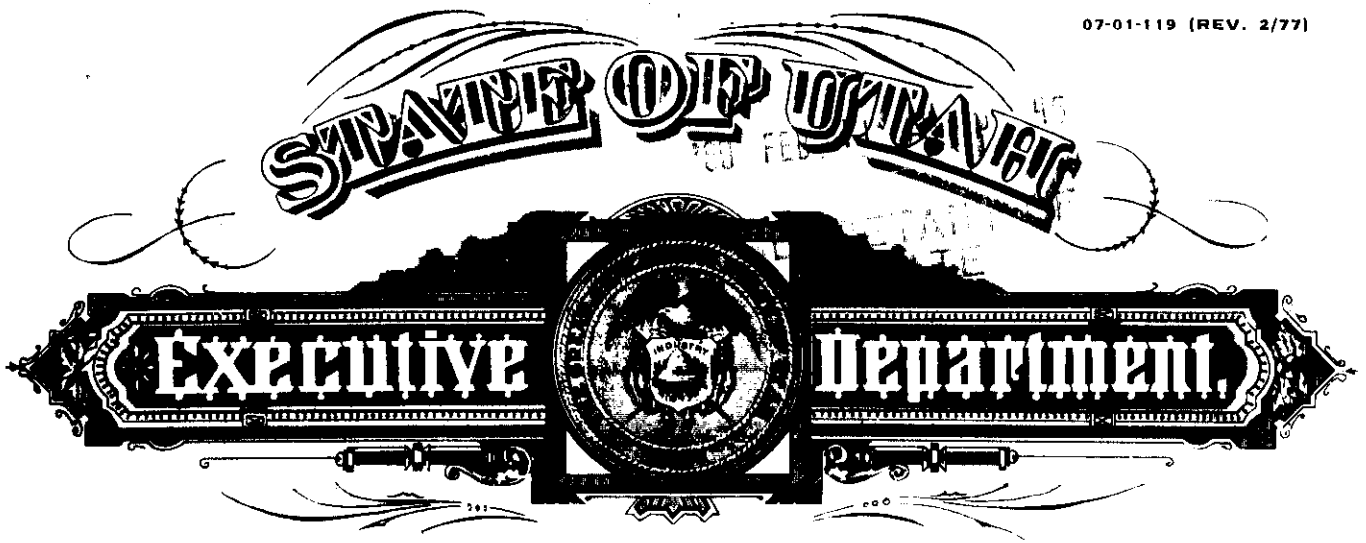
STATE OF Utah)
)ss:
COUNTY OF Salt Lake)

I, Judith Q. Pezley, a notary public, do hereby certify that on this 8th day of January, 1980, personally appeared before me Edson K. Barton, who being by me first duly sworn, declared that he is the President of Consumers Alliance.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Judith Q. Pezley
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lt. Governor/Secretary of State

I, DAVID S. MONSON, LT. GOVERNOR/SECRETARY OF STATE OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of

CONSUMERS ALLIANCE

which was filed in this office the 27th of November, 1979. Said corporation is in good standing.

AS APPEARS OF RECORD IN MY OFFICE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 7th day of February A.D. 1980.

David S. Monson

LT. GOVERNOR/SECRETARY OF STATE

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In the office of the U. S. Clerk of the State of Utah, on the 27th day of November, 1979
ARTICLES OF INCORPORATION
OF
DAVID H. HONAN
U. S. CLERK OF THE STATE OF UTAH
50.00 CONSUMERS ALLIANCE

84483

We, the undersigned citizens of the United States of America, being desirous of forming a corporation under and pursuant to the laws of the state of Utah for the purposes hereinafter mentioned, do hereby voluntarily associate ourselves together and enter into the following agreement and articles of incorporation:

ARTICLE I

NAME:

The name of said corporation shall be, Consumers Alliance.

ARTICLE II

DURATION:

The corporation shall have perpetual existence from date of incorporation.

ARTICLE III

REGISTERED OFFICE AND NAME OF AGENT:

The registered office of the corporation shall be 1595 West 2100 South, Salt Lake City, Utah 84119, or at such other place in or outside the state of Utah as may be determined from time to time by the board of directors. The registered agent is Edson King Barton, 1595 West 2100 South, Salt Lake City, Utah 84119.

ARTICLE IV

PURPOSES:

The general purposes and objects for which this corporation is organized are:

- a. To develop, manufacture, produce, buy and sell all products, inventions, trademarks and copyrights, instructions and drawings, whether they be mechanical, electrical, chemical or any combination of these.

b. To engage in any and all forms of merchandising business, including but not limited to wholesaling, jobbing, distributing, vending, retailing, financing, importing and exporting, and to own and operate such business or businesses at any location.

c. To acquire, own and hold the stock, notes, or securities of other corporations and to direct the operations of corporations through the ownership of stock therein.

d. To acquire and hold all forms of investments, including but not limited to real estate and stock in other corporations.

e. To acquire, improve, develop, operate, maintain or sell any real property, any industrial or agriculture property or business, any equipment, livestock, manufacturing, processing, mining, transportation, financial, professional, wholesale, service, or retail business or businesses and to own and operate such business or businesses at any location.

f. To own and operate for profit any and all means of communication businesses including, but not limited to, radio and T.V. stations, newspapers, magazines, signs, billboards, telephones, electrical, electronic, mechanical or any other devices used in disseminating public information.

g. To carry on any legal business in any manner that will bring benefit and profit to the corporation. In carrying out such general powers this corporation shall have the power to engage in buying, selling, hiring employees, having agents, owning, leasing, franchising, contracting, bartering, exchanging of personal property, land and real estate, stock or investments, patents, copyrights, trademarks, or any combination of these items or other forms of property in order to carry out the purposes of this corporation.

h. To develop and use any lawful means for sharing the net profits of the corporation with employees, stockholders, consumers, customers or officers, so long as the profit sharing plans have prior approval of the board of directors and stockholders.

i. To employ any legal sales and marketing methods necessary and available to make profits for the corporation including, but not limited to, outside and inside salespeople, clubs, retail, wholesale, party plan, sponsoring, direct mail, telephone selling, advertising, catalogs, etc. These marketing methods or any combination of these or any other marketing method can be used to sell products, services, property, securities, improvements, equipment, personal needs, etc., which the corporation chooses to market.

j. The corporation shall have the power to use the surplus earnings or accumulated profits from time to time in the purchase or acquisition of its own capital stock as its board of directors may determine, which capital stock may be held as treasury stock to be thereafter disposed of by the board of directors as the board of directors may deem proper.

k. To do each and every thing necessary, suitable or proper for the accomplishment of any of the foregoing purposes or the attainment of any one or more of the items herein-above enumerated, or which at any time may appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

The foregoing clauses shall be construed both as objects and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the state of Utah; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article IV, "Corporate Purposes" of these articles of incorporation, shall be regarded as independent purposes, objects and powers.

ARTICLE V

SHARES OF CAPITAL STOCK:

The total number of shares of CAPITAL STOCK which this corporation shall have authority to issue is five million shares having \$.01 par value. All stock of the corporation shall be common, non-assessable, voting stock and shall have the same rights and preferences. Fully paid stock of this corporation shall not be liable to any further call or assessment.

The corporation may issue additional stock at a later date, with rights and privileges as decided upon by the board of directors.

ARTICLE VI

PRE-EMPTIVE RIGHTS:

Shareholders shall not have pre-emptive rights to acquire additional shares of either authorized stock or of treasury stock, except as outlined in the bylaws of the corporation.

ARTICLE VII

OFFICERS:

The officers of the corporation shall consist of a board of directors of not less than three (3) nor more than twelve (12) members as the stockholders shall from time to time determine; also a president, one or more vice presidents; as may be determined by the board of directors; a secretary and a treasurer. The president shall be a member of the board of directors. The vice president(s), secretary and treasurer may be, but need not be, board members. The secretary and treasurer may be, but need not be, one and the same person as the board of directors shall determine. The directors shall be elected at the annual meeting of the stockholders. Officers and directors need not be residents of this state or shareholders of the corporation unless the corporate by-laws so require. The president and other officers of the corporation shall be

appointed by the board of directors. The term of office of each director shall be one (1) year or until his successor is selected and qualified. Until the first annual meeting of the stockholders and until their successors have been duly elected and qualified the following named persons shall be the officers and directors of the corporation.

PRESIDENT: Edson K. Barton, 552 W. 750 S., Orem, Utah 84057

VICE PRESIDENT: W. Alford Barton, 550 E. 200 N., Bountiful,
Utah 84010

SECRETARY: N. April Barton, 585 W. 440 S., Orem, Utah 84057

VICE PRESIDENT AND TREASURER: James B. Whitehead, 8898 Cameo
Way, Sandy, Utah 84070

DIRECTORS: Edson K. Barton

W. Alford Barton

N. April Barton

James B. Whitehead

Any vacancy or vacancies in the board of directors or in any office shall be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

ARTICLE VIII

QUORUM:

A majority of the board of directors shall constitute a quorum and a majority of such quorum is authorized to transact the business and to exercise the corporate powers of the corporation.

ARTICLE IX

DIRECTORS' MEETINGS:

Board of Directors meetings may be held at any place within or without the state of Utah as the board, by resolution, shall provide. No notice need be given of any regular meeting of the board of directors.

Special meetings of the directors may be called by the chairman of the board, or by a majority of the directors by giving at least forty-eight hours notice of such meetings to be served by registered mail, or by telegram upon each of the directors, which shall specify the time and place of such meeting and the nature of the business to be transacted.

ARTICLE X

STOCKHOLDERS' MEETINGS:

The annual meeting of the stockholders shall be held at the corporation's place of business or at such other place either within or without the state of Utah as the board of directors may determine. Written notice of said meeting shall be mailed to each stockholder of record, addressed to his last known address as shown on the books of the corporation at least ten days prior to such meeting. Special meetings of stockholders may be called by the chairman of the board, by a majority of the directors, or by any number of the stockholders holding not less than fifty-one percent of the outstanding stock of the corporation. Notice of special meetings of stockholders shall be given by mail at least ten days prior to the date of such meeting.

ARTICLE XI

VOTING POWERS:

The entire voting power for the election of directors for all purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record. Such stock may be voted in manner authorized by law.

ARTICLE XII

NON-LIABILITY OF STOCKHOLDERS:

The private property of stockholders shall not be liable for the obligations of the corporation.

ARTICLE XIII

AMENDMENTS TO ARTICLES:

Amendments to any of these articles may be made by the vote of at least a majority of the outstanding capital stock of said

corporation at any annual meeting of said stockholders or at a special meeting of the stockholders called for that purpose.

ARTICLE XIV

BY-laws:

The board of directors shall prepare by-laws for the regulation of the affairs of this corporation with respect to all matters not provided for herein.

ARTICLE XV

DIVIDENDS:

Holders of the capital stock shall be entitled to receive when and as declared by the board of directors out of the unreserved earned surplus of the corporation as permitted by law, dividends payable either in cash or property or shares of capital stock of the corporation.

ARTICLE XVI

INCORPORATORS AND SUBSCRIPTIONS OF STOCK:

Following are the incorporators and places of their residence and their subscriptions of stock. No stock is to be issued until full payment has been received in cash, or goods or services. In the event the amount of subscription is not paid as agreed, stock may be issued for that amount so paid provided no fractional shares are to be issued to anyone at any time.

<u>Name</u>	<u>Address</u>	<u>Subscription</u>
Edson K. Barton	552 W. 750 S., Orem, Utah 84057	-0-
W. Alford Barton	550 E. 200 N., Bountiful, Utah 84010	-0-
N. April Barton	585 W. 440 S., Orem, Utah 84057	-0-
James B. Whitehead	8898 Cameo Way, Sandy, Utah 84070	-0-
		<u>-0-</u>

ARTICLE XVII

In conformance with the Utah Business Corporation Act, title 16, chapter 10, par. 52, it is declared that this corporation has money paid to it for the issuance of shares, the consideration of which value is at least one thousand dollars.

IN WITNESS WHEREOF, We have hereunto set our hands this

13th day of NOVEMBER, 19 79.

Edson K. Barton
President & Incorporator

W. Michael Barton
Vice-President & Incorporator

Cipri Barton
Secretary & Incorporator

X Anna D. Hultman
Vice President/Treasurer
& Incorporator

Subscribed and sworn to before me this 13th day of
November, 19 79.

My Commission Expires:

12/3/81

Judith S. Pezley
Notary Public

Residing at:

Draper, Utah