



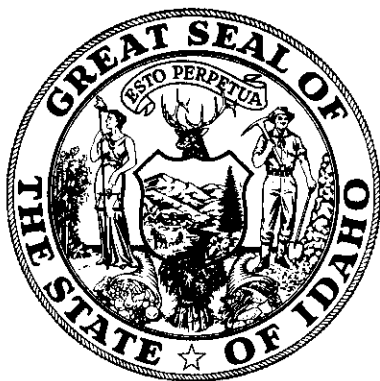
**CERTIFICATE OF INCORPORATION
OF**

R & S ENTERPRISES INCORPORATED

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: **March 14, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

of

R & S ENTERPRISES INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person or persons of full age and citizen or citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be R & S ENTERPRISES INCORPORATED.

ARTICLE II

This corporation shall be perpetual in existence.

ARTICLE III

The purposes for which the corporation is formed are:

A. To engage in the business of advertising, marketing, and public relations. To distribute merchandise to retail outlets including novelties, soft goods, specialty items as well as any other such products as to afford a potential markup and profit for the corporation.

B. To enter into contracts or obligations of any type or kind essential, necessary, convenient or proper to the transaction of its ordinary business affairs, or for any of the objects and purposes of the corporation. To appoint agents, subagents, and salesmen, and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

C. To manufacture, own, buy, sell, export, import and deal in, both at wholesale and retail, all kinds of goods, merchandise, commodities, machinery, instruments, tools, buildings or construction supplies and products, building

or construction equipment, and generally engage in any mercantile, fabricating, manufacturing, trading or brokerage business of any kind or character, not contrary to law, within or without the State of Idaho, and to do all things incidental to such business.

D. To acquire by purchase or lease, or otherwise, real property and interests in real property so acquired. To erect or cause to be erected on any real property owned, held or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, repair or improve any buildings or other structures now or hereafter erected on any real property so owned, held or occupied. To mortgage, sell, lease or otherwise dispose of any real property or interest in real property and in buildings or other structures at any time owned or held by the corporation.

E. To receive, acquire, hold, purchase, dispose of, convey, mortgage and lease personal property. To dispose of, sell, lease and assign, transfer, mortgage or convey any rights, privileges, franchises, or other personal property of the corporation other than its franchise of being a corporation, and to acquire, purchase, guarantee, hold, mortgage, own, vote, sell, pledge, or otherwise dispose of and deal in shares of stock, or bonds, securities and debentures and other evidences of indebtedness of other corporation, domestic or foreign, and within or without the United States of America.

F. To cause to be formed, merged or reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, reorganization or liquidation of any corporation, association or entity domestic or foreign, either within or without the United States of America.

G. To generally engage in the business of buying, selling, or otherwise dealing in notes, open accounts or other similar evidences of debt, and any

and all other forms of real, personal or mixed property or choses in action. To receive and accept transfers, pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, assignee, factor, or otherwise as a means of security or of recovering money or property advanced, invested or loaned. To conduct investigations and credit or business researches; and to repossess by legal process or otherwise for the enforcement of any property rights, liens, or interest in property.

H. To borrow money and otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, assign, guarantee, execute, and issue loans, debentures, notes, checks, drafts, bills of exchange, negotiable instruments, and all other instruments for the payment of money, negotiable or not negotiable, and whether secured or unsecured.

I. To conduct business in this state, other states, the District of Columbia, territories or colonies of the United States and in foreign countries, and to have one or more offices and places of business, whether in or out of this state, and to acquire, receive, purchase, lease, mortgage, dispose of and convey real or personal property situated therein.

J. To acquire the good will, rights, and property and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or organization; to pay to said good will, rights, property and assets with cash, the stock of this corporation or bonds of this corporation or otherwise, or by undertaking the whole or any part of the liabilities of the transferor. To hold or in any manner to dispose of the whole or any part of the property so acquired; and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all powers necessary or convenient in the conduct and management of such business.

K. To apply for, purchase, register, or in any manner to acquire, and hold, own, use, operate and introduce and to sell, lease assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks and trade names. To acquire, own, or in any manner dispose of any and all inventions, improvements, processes labels, designs, brands or other rights, and to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly promote these objects, or any of them.

L. To purchase, insofar as the same may be done without impairing the capital of the corporation, except as otherwise permitted by law, and to hold, pledge and reissue shares of its own capital stock; provided that such stock, while so acquired and held, shall not be entitled to vote nor to receive dividends.

M. To guarantee the performance of contracts, agreements, undertakings, obligations, promises or duties of contractors, subcontractors or other person.

N. To have, exercise and enjoy all of the powers now or hereafter granted to corporations organized under the laws of the State of Idaho, and particularly all of the powers and privileges granted to corporations by Idaho Code Section 30-1-4, and other provisions of the Idaho Business Corporation Act, and any present and future amendments thereto, and to do any act or thing necessary or convenient for the transaction of the aforementioned business purposes and the carrying into effect of any and all of the aforesaid objects and purposes.

O. All of the foregoing provisions of this Article III are to be construed both as objects and powers, and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation;

provided however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of the State of Idaho may not carry on or do at the time. It is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except as otherwise provided, in no way be limited or restricted by reference of inference from the terms of any other clause or paragraph in this Article, or of any other provision of these Articles of Incorporation.

ARTICLE IV

The amount of capital stock of this corporation shall be 100,000 shares of no par value. All the shares of stock of the corporation shall be common, nonpreferred stock and nonassessable, and all of the shares shall be entitled to vote.

ARTICLE V

The location and post office address of the corporation's registered office shall be 1033 W. Fremont. *Pocatello, Idaho.*
and the registered agent shall be Edward J. Berrett, Corporate Attorney.

ARTICLE VI

The Board of Directors shall consist of at least three (3) directors. The Board of Directors who shall serve until their successors shall have been elected and qualified are: Richard M. Flint, President whose address is 1833 Churchill Downs, Pocatello, Idaho 83204; Robert S. Ray, Vice President whose address is 1033 W. Fremont, Pocatello, Idaho 83204; Eldon H. Sorenson, Secretary/Treasurer whose address is 2350 Fairway Ave., Pocatello, Idaho 83201

and Edward J. Berrett, Corporate Attorney whose address is Spaulding Building, Pocatello, Idaho 83204.

ARTICLE VII

Meeting of the Board of Directors may be held at any location, within or without the State of Idaho.

ARTICLE VIII

No contract or other transaction between the corporation, or any other corporation whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. And any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation. Provided, that the fact that he, or such firm, is so interested shall be disclosed or shall have been known to the Board of Directors; the director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction which like force and effect as if he were not such director or officer of such other corporation, or not so interested.


ARTICLE IX


The Board of Directors may, by resolution adopted by a majority vote of the full Board, designate from among its members, an executive committee, and one (1) or more other committees as deemed necessary, which shall have all the authority to deal with shares of corporation stock and such other restrictions

as may be contained in Idaho Code Section 30-1-42 as now existing, or as hereafter amended.

IN WITNESS WHEREOF, the undersigned incorporator of this corporation has hereunto set his hand and seal this 17th day of March, 1985.


President


Vice President


Secretary/Treasurer


Corporate Attorney

STATE OF IDAHO

: ss

County of Bannock

I, EDWARD J. BERRETT, a notary public, do hereby certify that on this 12th day of MARCH, 1985, personally appeared before me RICHARD FLINT, who, being by me first duly sworn, declared that he is the President of R & S ENTERPRISES INCORPORATED that he signed the foregoing document as President and incorporator of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC for Idaho
Residing at: POCATELLO
My Commission Expires: 3/1/89


(SEAL)

STATE OF IDAHO

: ss

County of Bannock

I, EDWARD J. BERRETT, a notary public, do hereby certify that on this 12th day of MARCH, 1985, personally appeared before me ROBERT S. RAY, who, being by me first duly sworn, declared that he is the Vice President of R & S ENTERPRISES INCORPORATED, that he signed the foregoing document as Vice President and incorporator of the corporation, and that the statements therein contained are true.


NOTARY PUBLIC for Idaho
Residing at: POCATELLO
My Commission Expires: 3/1/89

(SEAL)

STATE OF IDAHO

: ss

County of Bannock

I, EDWARD J. BERDET, a notary public, do hereby certify that on this 17th day of MARCH, 1985, personally appeared before me ELDON H. SORENSON, who, being by me first duly sworn, declared that he is the Secretary/Treasurer of R & S ENTERPRISES INCORPORATED, that he signed the foregoing document as Secretary/Treasurer and incorporator of the corporation, and that the statements therein contained are true.



NOTARY PUBLIC for Idaho

Residing at: POCAHELLO

My Commission Expires: 3/1/89

(SEAL)