

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

METROPOLITAN ASSOCIATES, INCORPORATED

was filed in the office of the Secretary of State on the **Twenty-ninth** day of **April** A.D. One Thousand Nine Hundred **Sixty-five** and **will be** duly recorded on ~~film~~ No. microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Boise, in the County of **Ada**.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **29th** day of **April**, A.D., 1965.

Secretary of State.

ARTICLES OF INCORPORATION
OF
METROPOLITAN ASSOCIATES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned citizens of the United States of America, and of the State of Idaho, over the age of twenty-one years, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we do hereby make, sign, acknowledge and file this certificate for that purpose, as follows:

ARTICLE ONE

The name of this corporation is and shall be:

METROPOLITAN ASSOCIATES, INCORPORATED

ARTICLE TWO

In order to effectuate the objects and purposes herein declared to be the purposes for which this corporation is organized, it is formed and is authorized to do as principal agent, or otherwise, in any and every part of the world, any and everything herein set forth to the same extent as natural persons might and could do. In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Idaho it is hereby expressly provided that this corporation shall have the following powers:

1. To conduct a general business of advertising to transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising

the business, commodities, or other property, real, personal, or mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature and advertising media;

2. To buy, own, lease, operate and sell property of every kind and character;

3. To own, operate, build, construct, equip, furnish, and purchase lands, buildings, building materials, and any and all other facilities intended to be used, or to be used for the conduct of, or in the conduct of a general advertising business;

4. To borrow money for corporate purposes and to issue therefor notes, bonds, debentures and other evidences of indebtedness;

5. To engage in, conduct, and carry on the business of advertising services of every kind and description, and to furnish and supply any and all articles useful or desirable in conducting a general advertising business, and in connection therewith to own and operate vehicles, warehouses, stores, and facilities, and any and every other facilities in connection therewith;

6. To furnish facilities for, and to engage in the business of advertising of every kind and description, and to own and use therefor vehicles, materials, and equipment;

7. To contract for, buy, sell and own advertising media and materials of any and all kinds whatsoever;

8. To buy, sell, lease, mortgage, own and consolidate with other advertising ventures of every kind and character;

9. To construct, erect, operate and conduct buildings or structures or improvements in anywise appertaining thereto;

10. To take, hold, lease, mortgage, own, purchase, or acquire by operation of law, or otherwise, real property, or any interest therein, or appurtenant thereto, including store rooms, store buildings, and any part thereof, or any interest therein, or to sell, lease, exchange, mortgage or hypothecate real estate, or any interest therein, and to engage in any and all undertakings and business necessary and proper to the improvement and betterment of any of the land or real property owned or to be acquired by said corporation, or in any other lands in which the said corporation may have any interest, and to handle and deal in any lands of said corporation in any manner it may desire;

11. To enter into, make, perform and carry out contracts of every kind, amount and character with any person, firm, association or corporation;

12. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law, or otherwise, personal property of every kind and character, debts, dues and demands, or choses of action, and each and every kind of personal property, evidences of debts, bonds, and stocks of this and other corporations, both public and private, which the corporation may deem necessary and convenient for its business and otherwise;

13. To borrow and lend money from and to any person, firm, association or corporation, and to make, take and execute notes, debentures, bonds, mortgages, deeds of trust, or other evidences of indebtedness to secure payment thereof, or by any other lawful manner or means, and to take

and receive notes, debentures, bonds, mortgages, deeds of trust, or any evidence of indebtedness for the use and benefit of said corporation, or otherwise;

14. To acquire, retain, deal in and retire its own corporate stock insofar as it is lawful for it so to do;

15. To own, hold, lease or sublet, or to conduct on its own account, or for any person, firm, association or corporation, all and every kind of merchandise, business or pursuit necessary or proper to carry on the business of said corporation;

16. To build and operate any and all necessary buildings, store rooms and structures at any place proper or convenient to carry on any or all of the business of said corporation;

17. To do and perform every act and thing necessary to carry out the above enumerated purposes, or calculated directly or indirectly to the advancement of the interests of the corporation, or to the enhancement of the value of its stocks, holdings and property of any kind or character.

ARTICLE THREE

The principal business of this corporation is to be transacted in Boise, Ada County, Idaho, hereby designated as its principal place of business and the location and post-office address of its registered office in the State of Idaho.

ARTICLE FOUR

This corporation shall exist in perpetuity from and after this date.

ARTICLE FIVE

The number of directors of this corporation shall be three (3).

ARTICLE SIX

The amount of capital stock of this corporation is
TEN THOUSAND DOLLARS (\$10,000.00), divided into ten thousand
(10,000) shares, each of the par value of ONE DOLLAR (\$1.00).
The said capital stock shall be non-assessable.

ARTICLE SEVEN

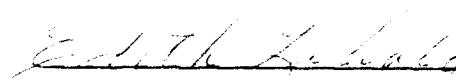
The amount of the capital stock actually subscribed is
102 shares, by the persons and in the amounts as follows:

Robert S. Nelson, ^{7121 Fairview} Boise, Idaho, 100 shares
Kathleen Wicker, ^{7121 Fairview} Boise, Idaho 1 share
Edith LeBold, ^{7121 Fairview} Boise, Idaho 1 share

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 21 day of July, 1965.

 (SEAL)

 (SEAL)

 (SEAL)

Witnesses to Signatures
of Incorporators:

STATE OF IDAHO)
County of Ada) ss.

On this 28 day of April, in the year 1965,
before me, Sharon G. Fetter, the undersigned
Notary Public in and for said State, personally appeared
ROBERT S. NELSON, KATHLEEN WICKER and EDITH LEBOULD, known
to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation, and each for himself
acknowledged that he or she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Sharon G. Fetter
Notary Public for Idaho
Residence: Boise Idaho