

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

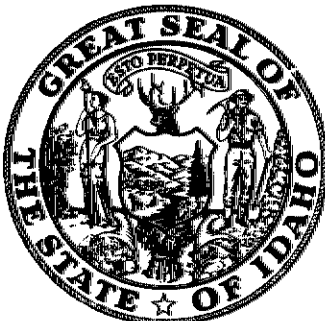
ELECTRONIC MARKETING INC.

File number C 109600

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: February 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

FEB 27 3 31 PM '95
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
ELECTRONIC MARKETING INC.

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of Electric Image Marketing Company, Inc., under the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporations is "Electronic Marketing Inc."

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of ten thousand (10,000) shares of no par value common stock. Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the Corporation upon liquidation.

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ARTICLES OF INCORPORATION - 1.

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ARTICLE V

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI

CUMULATIVE VOTING

This Corporation elects to have no cumulative voting by shareholders for directors.

ARTICLE VII

INITIAL OFFICE AND AGENT

The name of the initial registered agent of this Corporation is David W. Brown. The address of the initial registered agent is:

10374 Overland Road
Boise, Idaho 83709

ARTICLE VIII

DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Kim Stimpson | 1409 Whipoorwill Way Boise, Idaho 83709 |
| David W. Brown | 10374 Overland Road Boise, Idaho 83709 |

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Kim Stimpson | 1409 Whipoorwill Way Boise, Idaho 83709 |
| David W. Brown | 10374 Overland Road Boise, Idaho 83709 |

ARTICLE X

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code § 30-1-48; or
- (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI


LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 21st day of February, 1995

INCORPORATORS:


Kim Stimpson, Incorporator


David W. Brown, Incorporator

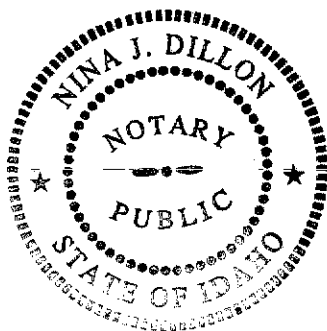
The undersigned hereby acknowledges and accepts appointment as registered agent in the foregoing articles of incorporation.



David W. Brown, Incorporator

STATE OF IDAHO)
 : ss.
County of Ada)

On this 21st day of February, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared Kim Stimpson, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

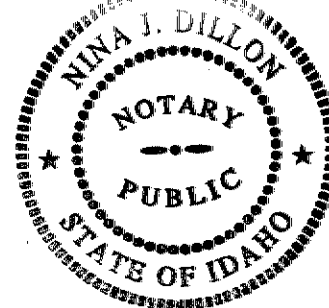
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.




NOTARY PUBLIC
Residing at Boise, Idaho
Commission Expires: 8-99


ARTICLES OF INCORPORATION - 4.

STATE OF IDAHO)
: ss.
County of Ada)



On this 21ST day of February, 1995 before me, the undersigned, a Notary Public in and for said State, personally appeared David W. Brown, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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.



NOTARY PUBLIC
Residing at Boise, Idaho
Commission Expires: 8-99