

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

APEX & ASSOCIATES, INC.
File number C 117977

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: January 21, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shelby J. Clark*

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CORP
CX #: 5794 DIST# 74574
DATE 01/13/1997 0900 54404
IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
APEX & ASSOCIATES, INC.

JAN 21 11 46 AM '97

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Apex & Associates, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any and all business for which corporations may be incorporated under the Idaho Business Corporation Act, including marketing and advertising to the public, and related activities of the corporation for providing marketing services to its clients.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, all of one class, and all of said shares, at no par value.

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH: The address of the initial registered office of the corporation is 1272 East Shepherd Street, Meridian, Idaho, 83642, and the name of its initial registered agent at such address is CURTIS BARBER.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who will serve as

directors until the first annual meeting of shareholders or until his/her successor is elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT WHEELER	8525 West Atwater Boise, ID 83714
CURTIS BARBER	1272 East Shepherd Street Meridian, ID 83642

NINTH: The name and address of the incorporators are:

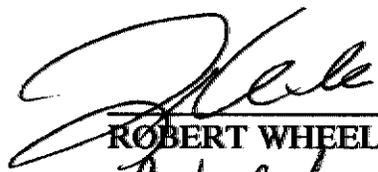
<u>NAME</u>	<u>ADDRESS</u>
ROBERT WHEELER	8525 West Atwater Boise, ID 83714
CURTIS BARBER	1272 East Shepherd Street Meridian, ID 83642

TENTH: Except as otherwise provided in Section 30-1-54(2) of the Idaho Code, as now in effect and as hereafter amended, the directors of the corporation shall have no personal liability whatsoever for monetary damages to the corporation or its shareholders for breach of fiduciary duty as a director. If the Idaho Business Corporation Act (or successor act) is hereafter amended to further eliminate or limit the liability of a director, then such liability shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Tenth or of the provisions of the Idaho Business Corporation Act which permit the elimination of liability of directors by this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ELEVENTH: The directors, officers, employees or agents of the corporation, or any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified in the manner and to the fullest extent permitted the by Section 30-1-5 of the Idaho Business Corporation Act, as now in effect and as hereafter amended.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation. If the Idaho Business Corporation Act (or successor act) is hereafter amended to allow for the further indemnification of directors or other persons identified above by this Article, then such indemnification shall be extended to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article Fourteenth or of the provisions of the Idaho Business Corporation Act which permit the indemnification of directors, officers, employees or agents by this Article shall not adversely affect any right or protection of a director of the Corporation or other person identified above existing at the time of such repeal or modification.

DATED this 13th day of January, 1997.



ROBERT WHEELER



CURTIS BARBER

58352