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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
PROMETHEUS CREATIONS, INC.**

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

ARTICLE I

The name of the corporation shall be **Prometheus Creations, Inc.**

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is to engage in any lawful business. Without limiting the preceding statement, the corporation is also organized for the purpose of, but not limited to, Internet based entertainment and electronic commerce.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue initially is six million.

ARTICLE V

The mailing address of the initial registered office of the corporation is 135 North 11th East, Mountain Home, Idaho 83647, and the name of its initial registered agent at such address is Michael Frisbee.

ARTICLE VI

A. To the extent allowed by law, a director shall have no liability to the corporation or to any shareholder for money damages for liability for any action taken or any failure to take any action as a director.

IDAHO SECRETARY OF STATE

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B. To the extent allowed by law, the corporation shall indemnify a director from liability to any person for any action taken or any failure to take any action as a director.

ARTICLE VIII

The name and address of the incorporator is:

NAME

ADDRESS

Michael Frisbee

135 North 11th East
Mountain Home, Idaho 83647

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Idaho, the undersigned incorporator has executed these Articles of Incorporation this 28th day of APRIL, 2000.

Michael Frisbee
MICHAEL FRISBEE
INCORPORATOR