

Nov 30 4 02 PM '99

**ARTICLES OF INCORPORATION
OF
SMG, INC.**


Name. The name of the corporation is SMG, Inc.

2. Authorized Shares. The aggregate number of shares the corporation is authorized to issue shall be 1000, all of which shall be common voting stock.

3. **Registered Office and Agent.** The registered office of the corporation is 200 North 4th Street, Suite 300, Boise, Idaho 83702, and its registered agent at that address is Kenneth E. Stoltz.

4. Incorporator. The name of the incorporator is Stephen C. Brown, and the incorporator's address is 707 North 8th Street, Boise, Idaho 83702.

In witness whereof, I have subscribed these Articles of Incorporation this 30th day of November, 1999.


Stephen C. Brown, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this 30th day of November, 1999, before me, a notary public, personally appeared STEPHEN C. BROWN, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and who 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.

Freddie Mase
 Notary Public for Idaho
 Residing at Emmett, Idaho
 Commission Expires 8/15/2002

IDAHO SECRETARY OF STATE

11/30/1999 09:00
CK: 3666 CT: 5033 BH: 269787

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C/3/340