



CERTIFICATE OF INCORPORATION
OF

THE MINDWORKS, INC.

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 13, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
THE MINDWORKS, INC.

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME; The name of the corporation is:

THE MINDWORKS, INC.

2. DURATION; The period of its duration is perpetual.

3. PURPOSE; The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. STOCK; The corporation shall have the authority to issue ten thousand (10,000) shares of capital stock, all of one (1) class, without par value.

5. ADDRESS; The address of the initial registered office of the corporation is:

POST OFFICE MAILING ADDRESS:

P.O. Box 4809
Ketchum, Idaho 83340

STREET ADDRESS:

309 South Main #144
Ketchum, Idaho 83340

6. The name of the initial registered agent of the corporation, at the above address is:

Dr. Gregory Evarts Tucker

7. INITIAL DIRECTORS; Three persons shall constitute the initial board of directors of the corporation, who shall serve as directors until the first annual meeting of shareholders or until their successors have been elected and qualified. The names and addresses of the initial directors are:

Dr. Gregory Evarts Tucker
P.O. Box 806
Ketchum, Idaho 83340

Barbara Howe Tucker
P.O. Box 806
Ketchum, Idaho 83340

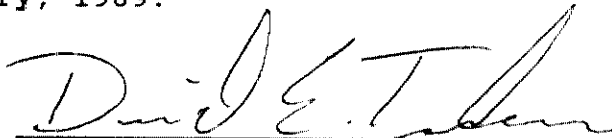
David Evarts Tucker
P.O. Box 948
Sun Valley, Idaho 83353

7. INCORPORATORS; The name and address of the incorporator is:

David Evarts Tucker
P.O. Box 948
Sun Valley, Idaho 83353

IN WITNESS WHEREOF I have hereunto set my hand this

11TH day of January, 1989.



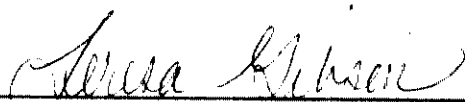
David Evarts Tucker

STATE OF IDAHO)
) ss.
County of Blaine)

On this 11th day of January, 1989, before me, a Notary Public in and for said state, personally appeared DAVID EVARTS TUCKER, known to be the person whose name is subscribed to the within 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.

(seal)



Notary Public for Idaho
Residing at Ketchikan
Commission expires August 7, 1993

DET/slt

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