

**ARTICLES OF INCORPORATION
OF
THE SPOTLIGHT, INC.**

97 OCT 23 AM 9:10
SECRETARY OF STATE
STATE OF IDAHO

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

ARTICLE I. NAME

The name of the corporation is The Spotlight, Inc.

ARTICLE II. PURPOSE

The purpose or purposes for which the corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III. AUTHORIZED SHARES

The aggregate number of shares the corporation is authorized to issue shall be ten thousand (10,000), all of which shall be common voting stock.

ARTICLE IV. VOTING ENTITLEMENT OF SHARES

(1) Except as provided in sections (2) and (4) of this Article, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders meeting. Only shares are entitled to vote.

(2) The corporation is not entitled to vote treasury shares. The shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and the corporation owns, directly or indirectly, a

IDAHO SECRETARY OF STATE

10/23/1997 09:00

CM: NO CM # CT: 00001 BN: 49430

1 @ 100.00 = 100.00 CORP

C121291

majority of the shares entitled to vote for directors of the second corporation.

(3) Section (2) of this Article does not limit the power of the corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

(4) Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE V. REGISTERED OFFICE AND AGENT

The registered office of the corporation is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814, and its registered agent at that address is Janet D. Robnett.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Christopher J. Copstead

502 North 20th Avenue
Coeur d'Alene, Idaho 83814

Deborah Copstead

502 North 20th Avenue
Coeur d'Alene, Idaho 83814

ARTICLE VII. BYLAWS

The initial bylaws of the corporation shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. The bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VIII. INDEMNIFICATION

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

ARTICLE IX. LIMITATION OF LIABILITY

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE X. INCORPORATORS

The names and business addresses of the incorporator is as follows:

Christopher J. Copstead

502 North 20th Avenue
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 21st day of October, 1997.



Christopher J. Copstead, Incorporator

125299\00001\P100