

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

SPOKETTON, 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: December 31, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

SECRETARY OF
STATE

SPOKETTON, INC.

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

ARTICLE 1.

The name of the corporation is Spoketton, Inc.

ARTICLE 2.

The period of its duration is perpetual.

ARTICLE 3.

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

ARTICLE 4.

The aggregate number of shares which the corporation shall have authority to issue is 75,000 with a par value of \$1.00 per share.

The corporation shall have two classes of common stock: 25,000 shares of Class A common stock (par value of \$1.00 per share) and 50,000 shares of Class B common stock (par value of \$1.00 per share).

Voting by classes shall be required in the case of all shareholder action, as more particularly set forth below. Except as to such voting, Class A shares shall not have any preference over Class B shares (e.g., no preference as to payment of dividends, no preference as to the distribution of assets in the event of liquidation, etc.). Class A and Class B common stock shall differ solely in voting characteristics, as set forth below:

Class A: The holders of the shares of Class A common stock shall be entitled to elect one (1) director to the corporation's board of directors; and the affirmative vote of a majority of the outstanding shares of such Class A stock shall be necessary to approve each other matter submitted to a vote at a meeting of shareholders.

Class B: The holders of the shares of Class B common stock shall be entitled to elect two (2) directors to the corporation's board of directors; and the affirmative vote of a majority of the shares of such Class B stock shall be necessary to approve each other matter submitted to a vote at a meeting of shareholders.

A quorum shall not be present at any meeting of shareholders unless a majority of Class A shares are represented, in person or by proxy.

ARTICLE 5.

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

ARTICLE 6.

The location of the initial registered office of the corporation is 802 W. Bannock, Suite 110, Boise, Idaho 83702, and the name of its initial registered agent at such address is Linda N. Dossey.

ARTICLE 7.

The number of directors constituting the corporation's board of directors shall be three (3); the number of directors shall not be increased or decreased without the affirmative vote of both (a) a majority of the outstanding shares of Class A stock and (b) a majority of the outstanding shares of Class B stock. The names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified (unless they resign or are removed) are:

<u>NAME</u>	<u>ADDRESS</u>
Linda N. Dossey	802 W. Bannock, Suite 110 Boise, Idaho 83702
Diana Simpson Howard	1209 N. 16th Street Boise, Idaho 83702
Helen Simpson Law	1599 Leslie Way Meridian, Idaho 83642

No action shall be taken by the corporation's board of directors unless such action is assented to by the director elected by the holders of Class A stock (the "Class A Director"). A quorum shall not be present at any meeting of directors unless the Class A Director is present at such meeting.

ARTICLE 8.

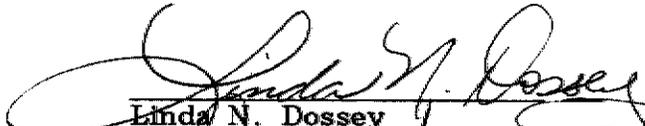
The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Linda N. Dossey	802 W. Bannock, Suite 110 Boise, Idaho 83702
Diana Simpson Howard	1209 N. 16th Street Boise, Idaho 83702
Helen Simpson Law	1599 Leslie Way Meridian, Idaho 83642

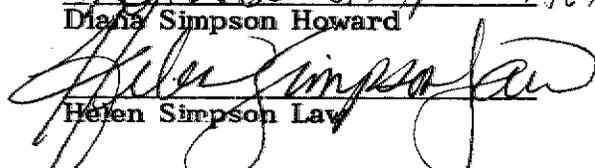
ARTICLE 9.

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to the provisions of Article 7 above and subject to repeal or change by a majority vote of the shareholders, pursuant to action taken in accordance with Article 4 above.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of December 1986.


Linda N. Dossey


Diana Simpson Howard


Helen Simpson Law