



**CERTIFICATE OF INCORPORATION
OF**

RICKERS-MICHELS FILM PRODUCTIONS, LTD.

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 13, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
RICKERS-MICHEL5FILM PRODUCTIONS, LTD.

Dec 13 11 30 AM '05
SECRETARY OF STATE

WE, the undersigned natural persons of the age of 18 years or more, acting as incorporators of a corporation under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be Rickers-Michels Film Productions, Ltd.

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be to operate a film production business, and to own, use, buy, sell, lease, hire, and deal in and with all articles of property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized in the State of Idaho.

ARTICLE IV

The corporation shall have authority to issue a total of One Thousand (1,000) shares of capital stock all of which shares shall be of one class of no par value and shall be designated as Common Stock.

ARTICLE V

The address of the initial registered office of the corporation shall be 6051 Corporal Lane, Boise, Idaho 83704, and the name of its initial registered agent at such address is Robert Michel§

ARTICLE VI

The name and address of the persons to serve on the initial Board of Directors until the first annual meeting of stockholders or until successors are elected and shall qualify are:

Earl G. Rickers
906 W. Hays #3
Boise, Idaho 83702

Robert Michel§
3104 Neff Street
Boise, Idaho 83703

ARTICLE VII

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Idaho, including without limitation the power:

(a) To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Idaho, as may from time to time be designated by the Board.

(b) To make, alter, repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

(c) To determine whether and to what extent and what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them shall be open to the stockholders, and no stockholder shall have any right to inspect any account, record, book or document of the corporation, except as conferred by the laws of the State of Idaho or as authorized by the Board.

(d) To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of capital, or, in case there shall be no such excess, out of the net profits for the fiscal year then current or the preceding fiscal year, and to direct the use and disposition of such net assets in excess of capital and of such net profits, all in accordance with the provisions of the laws of the State of Idaho.

(e) To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

(f) To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or to charge to the same organization expenses or other similar expenses properly chargeable to capital account.

(g) To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as

may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

(h) From time to time in such manner and upon such terms and conditions as may be determined by the Board to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(1) the issue or the purchase and sale of its capital stock or granting of options therefore to any or all employees, officers, or directors of the corporation or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contribution, compensation for services, or otherwise;

(2) the participation by any or all of the employees, officers, or directors of the corporation or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(3) the furnishing to any or all of the employees, officers, or directors of the corporation or of any subsidiary, at the expense, wholly or in part, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits.

(4) From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include

therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise, and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real and personal, including after-acquired property.

ARTICLE VIII

The number of directors of the corporation shall be fixed from time to time by its By-Laws and may be increased or decreased as therein provided.

ARTICLE IX

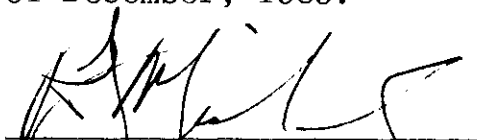
The name and address of each incorporator is:

Earl G. Rickers
906 W. Hays #3
Boise, Idaho 83702

Robert Michels
3104 Neff Street
Boise, Idaho 83703

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the General Business Corporation's Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set our hands and seals this 14th day of December, 1985.

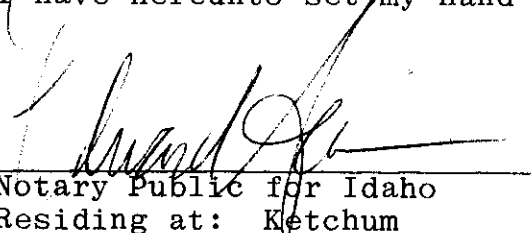

EARL G. RICKERS


ROBERT MICHELS

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this the 11th day of December, 1985, before me the undersigned Notary Public, personally appeared EARL G. RICKERS, and ROBERT MICHEL, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.



Notary Public for Idaho
Residing at: Ketchum