

FILED/EFFECTIVE

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**ARTICLES OF INCORPORATION
OF
PEOPLEMEDIA, INC.**

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation shall be **PEOPLEMEDIA, INC.**

ARTICLE II

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is transact any and all lawful business for which corporations may be organized under the IBCA; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the IBCA, by other law or by these Articles of Incorporation.

ARTICLE III

The address of the initial registered office of the Corporation in the State of Idaho is 2918 Tweed Court, Boise, Idaho 83702. The name of its registered agent such address is Jeff Roth."

ARTICLE IV

The Corporation has the authority to issue 25,000,000 shares, no par value per share, all of which shall be common voting stock.

ARTICLE V

5.1 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 limitations set forth in a shareholder agreement authorized under Section 30-1-732 of the IBCA.

5.2 The number of Directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve as the initial Directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Jeff Roth	2918 Tweed Court Boise, Idaho 83702
Anthony Thomas	1415 Warm Springs Blvd., #B Boise, Idaho 83712

ARTICLE VII

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE VIII

The shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

ARTICLE IX

To the full extent permitted by the Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article IX shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE X

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Act or any other applicable laws presently or hereafter in effect. Without limiting the

generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article X. No amendment to or repeal of this Article X shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE XI

The name and address of the Incorporator are:

Name

Address

Jeff Roth

2918 Tweed Court
Boise, Idaho 83702

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 29th day of February, 2000.



Jeff Roth,
Incorporator