

State of Idaho

Department of State

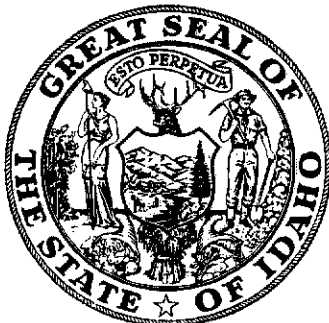
CERTIFICATE OF INCORPORATION OF

MBD, INC.
File number C 115192

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: June 3, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sime*

**ARTICLES OF INCORPORATION
OF
MBD, Inc.**

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned natural person of lawful age and citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is MBD, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000. Such shares are to consist of one class only. The par value of each of such shares shall be \$.01, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to the other shares.

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SIXTH

Stockholders of the Corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is PO Box 494, Silverton, ID 83867.

The name of the corporation's initial registered agent at such address is Marcus Demian.

EIGHTH

The number of directors constituting the Initial Board of Directors is 1.

The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successors be elected and qualify is Marcus Demian, PO Box 494, Silverton, ID 83867.

NINTH

The name and address of the incorporator is Marcus Demian, PO Box 494, Silverton, ID 83867.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of May, 1996.



Marcus Demian, Incorporator

STATE OF IDAHO)
) ss.
County of Shoshone _____)

On this 23rd day of May, 1996, before me, the undersigned, a Notary Public in and for said state, personally appeared Marcus Demian, PO Box 494, Silverton, ID 83867, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same, and that he was a person of lawful age and citizen(s) of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Notary Public for the State of Idaho

Residing at: _____

NOTARY PUBLIC FOR THE STATE OF IDAHO
RESIDING AT WALLACE, IDAHO 83873
MY COMMISSION EXPIRES 07-16-97

My commission expires: _____