

State of Idaho

Department of State

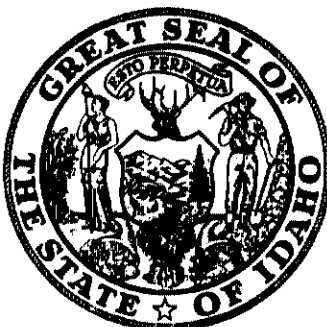
CERTIFICATE OF INCORPORATION OF

THE OFF CAMPUS COLLEGE BOOKSTORE, 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: March 16, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION OF
THE OFF CAMPUS COLLEGE BOOKSTORE, INC.**

**Under Title 30, Chapter 1 of the
Idaho Business Corporation Act**

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ARTICLE I - NAME AND ADDRESS OF PRINCIPAL OFFICE AND REGISTERED AGENT.

Section 1.1 Name. The name of the corporation is THE OFF CAMPUS COLLEGE BOOKSTORE, INC. (hereinafter called "Corporation").

Section 1.2 - Address of Principal Office. The address of the principal office of the Corporation shall be located at 5348 West Buckskin Road, City of Pocatello, County of Bannock, State of Idaho, 83201.

Section 1.3 - Registered Agent. The registered agent for service of process within the State of Idaho shall be KATHERINE Q. JONES, 5348 West Buckskin Road, Pocatello, Idaho, 83201.

ARTICLE II - DURATION

The period of duration for which the Corporation is organized is perpetual.

ARTICLE III - PURPOSES

The purpose or purposes for which this Corporation is formed are as follows, to-wit:

To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

The Corporation, in furtherance of its corporate purposes set forth above, shall have all of the powers enumerated in Title 30, Chapter 1 of the Idaho Business Corporation Act, subject to any limitations provided in said Act or in any other statute of the State of Idaho.

ARTICLE IV - AUTHORIZED SHARES OF CAPITAL STOCK

The aggregate number shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of common capital stock with no par value.

ARTICLE V - INITIAL BOARD OF DIRECTORS

Section 5.1 - Number. The initial Board of Directors shall be comprised of two (2) directors who shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

Section 5.2 - Names and Address of Initial Board of Directors. The names and addresses of the initial Board of Directors are as follows, to-wit:

Name	Address
Katherine Q. Jones	5348 W. Buckskin Road, Pocatello, ID 83201
Harold Jones	5348 W. Buckskin Road, Pocatello, ID 83201

Section 5.3 - Personal Liability of Directors. A Director of the Corporation shall not be liable to the Corporation or its shareholders for damages for any breach of duty in such capacity except for:

- Any breach of the Director's duty of loyalty to the Corporation or its shareholders;
- Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- Provided for under Section 30-1-48 of the Idaho Code;
- Any transaction from which the Director derived an improper personal benefit;
- Any liability for any act or omission prior to the adoption of this provision.

ARTICLE VI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, these Articles of Incorporation have been subscribed on March 15, 1993, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

KATHERINE Q. JONES, Incorporator
5348 W. Buckskin Road
Pocatello, ID 83201


Signature

HAROLD JONES, Incorporator
5348 W. Buckskin Road
Pocatello, ID 83201


Signature