

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

LOONATICKLE MARKETING, 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 6, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By

Angie Hahn

ARTICLES OF INCORPORATION 11 29 AM '92
OF SECRETARY OF STATE
LOONATICKLE MARKETING, INC.

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

ARTICLE I

The name of the corporation is LOONATICKLE MARKETING, INC.

ARTICLE II

The period of its duration is perpetual

ARTICLE III

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

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares. The shares shall be without par value. The shares shall not be divided into classes. There shall be no restrictions on the issuance of stock rights or stock option. Each outstanding share shall be entitled to one vote and to the extent permitted by law, there shall be no right to vote cumulatively at the election for directors.

ARTICLE V

Shareholders shall not have preemptive rights to acquire any of 100,000 authorized but unissued shares of the corporation.

ARTICLE VI

No shares of the corporation shall be transferable except as more fully prescribed in the Bylaws. Provisions for the regulation of the internal affairs of the corporation are as more fully set forth in the Bylaws.

ARTICLE VII

The address of the initial registered office of the corporation is 4948 Kootenai, #201, Boise, Idaho 83705 and the name of its initial registered agent at such address is Linda F. Jackson.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is four (4) persons and the names and address of the persons who are to serve as initial directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Linda FitzHugh Jackson	1920 Tallwood Lane Boise, Idaho 83706
Pamela J. Beaumont	9304 N. Pebble Falls Lane Boise, Idaho 83703
G. Christin Wood	420 East Curling Drive Boise, Idaho 83702
Bette J. Wood	9304 N. Pebble Falls Lane Boise, Idaho 83703

The number of directors, the increase or decrease in number and the qualifications thereof are as fully prescribed in the Bylaws.

ARTICLE IX

No Director of the Corporation shall be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a Director; provided, however, that the foregoing limitation or personal liability shall not apply:

- a) For any breach of the Director's duty of loyalty to the Corporation or it's shareholders;
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law;
- c) Provided for under Sec. 30-1-48 Idaho Code; or
- d) For any transaction from which the Director derived an improper personal benefit.

This provision is effective as of the date of the filing of these Articles with the Secretary of State.

ARTICLE X

The name and address of each incorporator is:

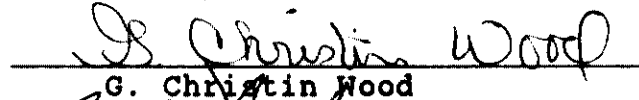
<u>NAME</u>	<u>ADDRESS</u>
Linda FitzHugh Jackson	1920 Tallwood Lane Boise, Idaho 83706
Pamela J. Beaumont	9304 N. Pebble Falls Lane Boise, Idaho 83703
G. Christin Wood	420 East Curling Drive Boise, Idaho 83702
Bette J. Wood	9304 N. Pebble Falls Lane Boise, Idaho 83703


DATED this 6th day of March, 1992.

INCORPORATORS:


Linda FitzHugh Jackson


Pamela J. Beaumont

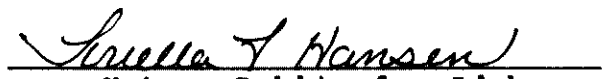

G. Christin Wood


Bette J. Wood

STATE OF IDAHO)
) ss.
County of Ada)

On this 6th day of March, 1992, before me, the undersigned, a Notary Public in and for said State, personally appeared Linda FitzHugh Jackson, Pamela J. Beaumont, G. Christin Wood, Bette J. Wood, known to me to be the persons who executed the above and foregoing instrument, and said persons acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at: Nampa, ID