

Dec 30 11:17 AM '99

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SECRETARY OF STATE
STATE OF IDAHO

FILED

ARTICLES OF INCORPORATION
OF
FOSELLA & ASSOCIATES, INC.

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

FIRST: The name of the corporation is FOSELLA & ASSOCIATES, INC.

SECOND: The period of its duration is perpetual, unless dissolved by action of the stockholders or by operation of law.

THIRD: The purpose or purposes for which the corporation is organized are: to engage in business as a design and marketing communications company; to provide all services and/or goods or materials associated therewith; to advertise and promote such business; to enter into contracts; and to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The corporation shall have authority to issue 100 shares of stock, all of one class, with no par value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: As stated in the By-Laws of the corporation.

IDAHO SECRETARY OF STATE
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SEVENTH: The address of the initial registered office of the corporation is 4348 West State Street, Boise, Idaho 83703, and the name of its initial registered agent at such address is Cynthia J. Fosella.

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

NAME

ADDRESS

Frank Fosella, Jr.

2507 South Swallowtail Lane
Boise, ID 83706

Cynthia J. Fosella

2507 South Swallowtail Lane
Boise, ID 83706

NINTH: The name and address of each Incorporator is:

NAME


ADDRESS

Frank Fosella, Jr.

2507 South Swallowtail Lane
Boise, ID 83706

Cynthia J. Fosella

2507 South Swallowtail Lane
Boise, ID 83706


FRANK FOSELLA, JR.

Cynthia J. Fossella
CYNTHIA J. FOSELLA

STATE OF IDAHO)
)ss.
County of Ada)

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

NOTARY PUBLIC FOR IDAHO
Residence: *Idaho*
My Commission Expires: *9.30.03*

ARTICLES OF INCORPORATION – PAGE 3

STATE OF IDAHO)

)ss.

County of Ada

On this 30th day of December, 1998, before me, the undersigned, a Notary Public in and for said State, personally appeared CYNTHIA J. FOSELLA, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that she executed the same.

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


NOTARY PUBLIC FOR IDAHO

Residence: Nampa

My Commission Expires: 9-30-03