

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

of

JUL 10 4 00 PM '01

BLUE NOTE ARABIANS, INC.

**SECRETARY OF STATE
STATE OF IDAHO**

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

ARTICLE I

The name of the corporation is BLUE NOTE ARABIANS, INC., and its duration shall be perpetual.

ARTICLE II

The street address of the initial registered office of this corporation in the state of Idaho shall be 2830 Stone Point, Boise, Idaho 83712, and the name of the initial registered agent at that address is M. Lyn Kinney.

ARTICLE III

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Name

Address

M. Lyn Kinney

2830 Stone Point
Boise, Idaho 83712

Wayne I. Kinney

2830 Stone Point
Boise, Idaho 83712

**IDAHO SECRETARY OF STATE
07/11/2001 09:00
CK: 24377 CT: 22597 BH: 487899
1 @ 100.00 = 100.00 CORP # 2**

C139 835

ARTICLE V

The aggregate number of shares that this corporation shall have authority to issue shall be 10,000 shares with no par value.

ARTICLE VI

To the fullest extent permitted by law, this corporation shall indemnify any person and advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in § 30-1-833, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE VII

The name and address of the incorporator is as follows:

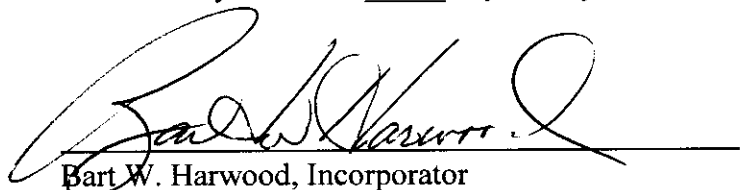
Name

Address

Bart W. Harwood

702 W. Idaho St., Suite 700
Boise, ID 83702

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of July, 2001.


Bart W. Harwood, Incorporator