

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

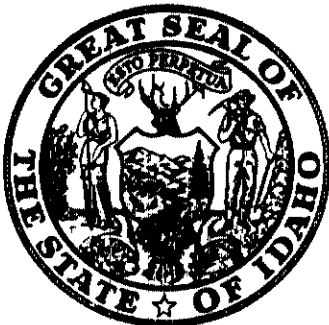
PARBEST, DICKOENS & FUNK, INC.

File number C 106357

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: May 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

ARTICLES OF INCORPORATION
of
ParBest, Dickoens & Funk, Inc.

IDAHO SECRETARY OF STATE
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CORP

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KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizens of the United

States of America, of full legal age, do this day proceed for the purpose of forming a corporation under the laws of the State of Idaho, and to that end, we hereby make Articles of Incorporation, as follows:

ARTICLE I:

The name of this corporation is, and shall be ParBest, Dickoens & Funk, Inc.

ARTICLE II:

This corporation is formed for broad and general purposes, which are as follows:

1. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, paths, walks, parks and playgrounds. To sell, convey, mortgage, pledge, lease, exchange, transfer, let, hold for investment or otherwise, use and operate real or personal property of all kinds, improved or unimproved, and any right or interest therein.

2. To build houses or other buildings of every kind and character, either for sale or lease or on contract or otherwise; to lay out, subdivide, re-subdivide, and plat tracts of land and sell the same, either by such subdivision or re-subdivision; and to improve streets, alleys, parks, and other places, and sidewalk, curb, and otherwise improve the same, and construct and maintain and operate sewers and any and all other conveniences and matters in connection therewith.

3. To lend money and use its credit to assist its employees.
4. To enter into, make, perform and carry out construction and maintenance contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, corporation, municipality, state or government, of any subdivision, district, or department thereof.
5. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
6. To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise.
7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
9. To make donations for the public welfare or for charitable, scientific or educational purposes.
10. To pay pensions and establish pension plans, pension trusts, profit sharing plans,

stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

11. To have offices, conduct its business, and promote its objects within and without the State of Idaho, in other states, the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

12. To operate in all aspects of publishing, including editorial consultation, agency representation, art production, advertising layout and advertising representation as an agent and agency; and to operate in all manners associated with Image Management, including marketing consultation, strategy design and management.

13. The several clauses contained in this statement of purpose shall be construed as both purposes and powers, and the statement contained in each clause shall be in no wise limited or restricted, by reference or inference from the terms of any other clause, but shall be regarded as independent purposes and powers; and to recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

14. To exercise all powers necessary or convenient to effect its purposes.

ARTICLE III:

The corporation existence shall be perpetual.

ARTICLE IV:

That the place where its principal place of business and registered office is physically located is 316 N. Ella, Sandpoint, Idaho. The corporation's mailing address is Post Office Box 1614, Sandpoint, Idaho 83864.

ARTICLE V:

The Corporation shall have the authority to issue 1,000 shares of common stock of a par value of \$100.00 per share.

ARTICLE VI:

That the amount of the capital stock which has actually been subscribed is two (2) shares for \$200.00. The following are the names of the persons and the addresses of each of the incorporators, and a statement of the number of shares subscribed by each:

DWAYNE PARSONS Post Office Box 1614 Sandpoint, ID 83864	One (1) Share
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CHARLES J. FUNK II Post Office Box 831 Sagle, ID 83860	One (1) Share
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ARTICLE VII:


Charles J. Funk II, 316 N ELLA, SANDPOINT, IDAHO 83864, shall be the registered agent. The initial Board of Directors shall consist of two (2) directors:

1. DWAYNE PARSONS
Post Office Box 1614
Sandpoint, ID 83864
2. CHARLES J. FUNK II
Post Office Box 831
Sagle, ID 83860

IN WITNESS WHEREOF, we have hereunto set our hands on this 10th day of May, 1994.




DWAYNE PARSONS



CHARLES J. FUNK II

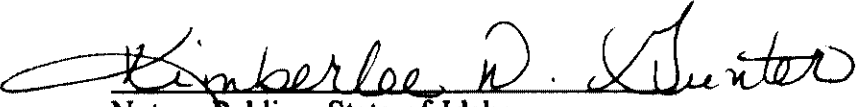
STATE OF IDAHO,)
 : ss.
County of Bonner)

On this 10th day of May, 1994, before me, the undersigned Notary Public, personally appeared DWAYNE PARSONS, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


Notary Public - State of Idaho
Residing at Sandpoint
My Commission expires 7-10-98

STATE OF IDAHO,)
 : ss.
County of Bonner)

On this 10th day of May, 1994, before me, the undersigned Notary Public, personally appeared CHARLES J. FUNK II, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.


Notary Public - State of Idaho
Residing at Sandpoint
My Commission expires 7-10-98