



**CERTIFICATE OF INCORPORATION
OF**

TREASURE MAGIC INCORPORATED

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: December 3, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra Mathews*

ARTICLES OF INCORPORATION

OF

TREASURE MAGIC INCORPORATED

SEP 19 12 AM '71
SECRETARY OF STATE

The undersigned person, in order to form a corporation pursuant to the Business Corporation Act of the State of Idaho, certifies:

ARTICLE I

The name of this Corporation is: Treasure Magic Incorporated.

ARTICLE II

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III

The purposes and objects for which this Corporation is formed, and the general powers which this Corporation may exercise are:

(a) To carry on and conduct a manufacturing and sales business; and

(b) To carry on any other kind of business or business activities that the shareholders may from time to time deem to be advisable or proper.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and

carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(d) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidences of indebtedness.

(e) Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

(f) To transact any and all lawful business for which a corporation may be incorporated in the State of Idaho.

ARTICLE IV

Section 1. This Corporation shall be authorized to issue one class of shares of capital stock to be designated "common stock." The total number of shares of common stock which

this Corporation shall be authorized to issue is 1,000,000 shares of no-par value stock.

Section 2. The common stock of this Corporation shall be non-assessable; and the private property of the shareholders in this Corporation shall not be liable for the debts, obligations or liabilities of this Corporation.

ARTICLE V

Section 1. The location and address of the registered office of this Corporation in the State of Idaho shall be 701 E. 44th St. #11, Boise, Idaho 83714.

Section 2. The registered agent of this Corporation shall be Joe Kenworthy.

ARTICLE VI

Section 1. The number of directors constituting the initial Board of Directors shall be five.

Section 2. The names and addresses of the Directors are as follows:

<u>Name</u>	<u>Address</u>
Joe Kenworthy	Hagerman, Idaho 83332
Michael Guery	Buhl, Idaho 83316
Ruth E. Parsons	701 E. 44th St. #11 Boise, Idaho 83714

Craig E. Day

Box 44102

Boise, Idaho 83711

Darin Smith

Oreana, Idaho 83659

ARTICLE VII

The name and post office address of the incorporator of this Corporation and the number of shares of common stock subscribed by the incorporator is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares Subscribed</u>
Darin Smith	Oreana, Idaho 83659	36,666

Section 1. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board shall be as stated in Article VI or as altered from time to time by or in the manner provided in the Bylaws. The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the Bylaws may provide, and shall hold office for such term as the Bylaws may provide or until their successors are respectively elected and qualified. The Bylaws shall specify the Board of Directors necessary to constitute a quorum. The Corporation or Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions contained herein, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is

expressly authorized to make, alter, amend or repeal the Bylaws of this Corporation. The officers of the Corporation shall comprise the Executive Committee, which, to the extent provided in the Bylaws, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation. The Bylaws shall specify the number of members of

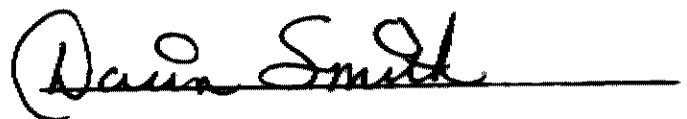
this Corporation necessary to constitute a quorum at any regular or special meeting.

Section 2. A member of the Board of Directors of this Corporation or an officer of this Corporation shall not be required to be a holder of any of the shares of common stock of this Corporation.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statutes, and all rights conferred upon members herein are granted subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, the undersigned, being the incorporator of this Corporation, has executed these Articles of Incorporation this 30 day of November, 1987.

A handwritten signature in cursive script, appearing to read "David Smith", is written over a horizontal line.

STATE OF IDAHO)
County of ~~Twin Falls~~ ^{Canyon}) ss.

On this 30th day of November, 1987,
before me, a Notary Public, personally appeared Darin Smith,
known or identified to me, or proved to me on oath, to be the
person whose name is subscribed to the within instrument, and
acknowledged to me that he executed the same.

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

Margaret John
NOTARY PUBLIC FOR IDAHO
Residing at: Hampton Idaho
Commission Expires: 1-11-91