

95222



**CERTIFICATE OF INCORPORATION
OF**

RGS FIRST PLACE 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: May 6, 1991



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

OF

RGS FIRST PLACE MARKETING, INC.

RECEIVED
SEC. OF STATE

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

I

The name of the Corporation is RGS FIRST PLACE MARKETING, INC.

II

The period of duration of this Corporation shall be perpetual.

III

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

IV

The aggregate number of shares the Corporation shall have authority to issue is 9,000 shares, all of which are to be of no par value.

V

No stock of the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first been offered in writing for sale to each of the other stockholders of the corporation. Regulations as to the procedure and formalities of the offer and sale shall be prescribed by resolution

ARTICLES OF INCORPORATION

1.

and/or Bylaws of the corporation.

VI

The initial registered agent of the Corporation is GLENN THOMPSON and the address of the registered agent and of the initial registered office of the Corporation is 2500 E. Gateway Road, Coeur d'Alene, Idaho 83814.

VII

The fiscal year of the Corporation shall be the calendar year.

VIII

The initial Board of Directors of the Corporation shall exercise all corporate powers and manage the first annual shareholders' meeting, or until their successors be elected and qualify, whichever is later. The names and addresses of the initial Board of Directors are:

Sharon Thompson
2500 E. Gateway Road
Coeur d'Alene, Idaho 83814

Robert Thompson
E 5218 Union
Spokane, WA 99212

Ronald Adams
1545 Wagon Wheel Circle
Sandy, UT 84070

Glenn Thompson
2500 E. Gateway Road
Coeur d'Alene, ID 83814

IX

The name and address of each incorporator is:

Sharon Thompson
2500 E. Gateway Road
Coeur d'Alene, Idaho 83814

DATED this 2 day of May, 1991.

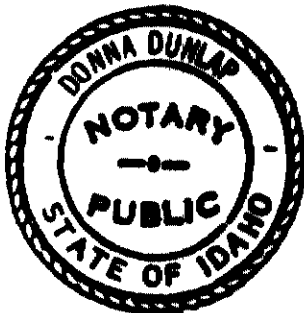


SHARON THOMPSON

STATE OF IDAHO)
) ss
County of Kootenai)

On this Indt day of May, 1991, before me, the undersigned Notary Public, personally appeared SHARON THOMPSON, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

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



Donna R. Dunlap
Notary Public for Idaho
Residing at: Post Falls
My Commission expires: 1994