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ARTICLES OF INCORPORATION

OF INSIGHT DIRECTORIES OF SW ID & E. OR INC.

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, being competent citizens of the United State of America and having reached the age of majority, do this day form a corporation under and pursuant to the laws of the State of Idaho, and I do hereby certify as follows:

I.

That the corporate name of this corporation shall be: INSIGHT DIRECTORIES OF SW ID & E. OR INC.

II.

That the purposes and objects for which this corporation is formed are as follows,

- (a) To create, sell, print or distribute telephone directories; To sell advertising for directories; To enter into agreements with other companies selling directories to advertising for their directories; To buy or sell property;
- (b) To purchase all equipment necessary to operate the business.
- (c) To borrow money for the purpose of this corporation. To issue notes or other evidences of indebtedness therefore, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage or real property, executed in trust or otherwise. All or any portions of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.
- (d) To build any or all building, or structures, or improve or change any real property owned or leased by said corporation when such action may be necessary or convenient for the conduct of the business of the corporation, or to remove or to waste and all real property held or issued by the corporation as may become necessary, essential or merely convenient for the conduct of said corporation.
- (e) To enter into any contract, co-operative agreement, profit sharing plan, retirement plan with its officers and employees as the corporation may deem advantageous or expedient, or enter into any relationship or contract for compensation of said officers or employees, or otherwise to reward or pay such persons for their services as the Directors may deem fit.

IDAHO SECRETARY OF STATE

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(f) To exercise generally the powers customarily exercised by business corporations, and particularly to exercise all powers provided by the laws of the State of Idaho, in any State in the United States and throughout the world, and also to incorporate or qualify to do business in and State of the United States or any country throughout the World.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the powers of the corporation to do any of the things within the purview of its general purposes.

III.

This corporation shall have perpetual existence.

IV.

The location and mailing address of the Corporation shall be 2304 N. E. 16th, Fruitland, Idaho 83619 and the registered agent shall be ROCHELL E McCURDY, OF 2304 N. E. 16th, Fruitland, Idaho, 83619.

V.

That the authorized capitalization of this corporation shall consist of one class of 1,000,000 shares of voting class "A" common stock, which shall have stated value of ONE (\$1.00) DOLLAR per share.

VI.

The corporate powers of said corporation shall be vested in the Board of Directors, three in number. The By-Laws of this corporation may be amended by a simple majority of the Board. The name and address of the first Board of Director is as follows: ROCHELLE McCURDY 2304 N. E. 16th, Fruitland, Idaho 83619; RUSSELL ANDREWS, 090 2nd Street, Asotin, Washington 99402; RENEE ECKERT, Route 1 Box 122 Cottonwood, Idaho 83522.

VII.

Should any provision of these Articles be found to violate any state or federal law, the remaining provisions shall constitute the Articles of Incorporation.

VIII.

The corporate stock of said corporation, at the date of incorporation, is subscribed as follows: ROCHELLE McCURDY 150,000 shares; RUSSELL ANDREWS 50,000 shares; RENEE ECKERT 50,000 shares.

IX.

The incorporators are ROCHELLE McCURDY 2304 N. E. 16th, Fruitland, Idaho 83619; RUSSELL ANDREWS, 090 2nd Street, Asotin, Washington 99402; RENEE ECKERT, Route 1 Box 122 Cottonwood, Idaho 83522.

X.

The corporate officers are authorized and instructed to take whatever action is necessary to establish a non-calendar fiscal year.

We, ROCHELLE McCURDY, RUSSELL ANDREWS, RENEE ECKERT, the undersigned incorporators, declare under penalties and perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.


ROCHELLE McCURDY

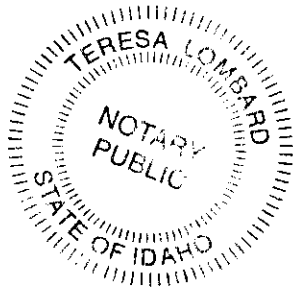

RUSSELL ANDREWS


RENEE ECKERT

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 11th day of JAN, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared, ROCHELLE McCURDY, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that she executed the same.

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

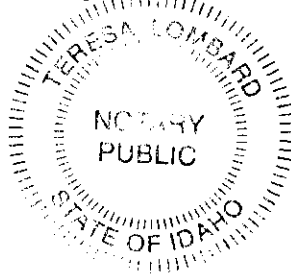


Teresa Lombard
 Notary Public for Idaho
 Residing at: Lewiston, Idaho
 My Commission Expires: 2-16-05

STATE OF IDAHO)
) ss.
 County of Nez Perce)

On this 11th day of JAN, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared, RUSSELL ANDREWS, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

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

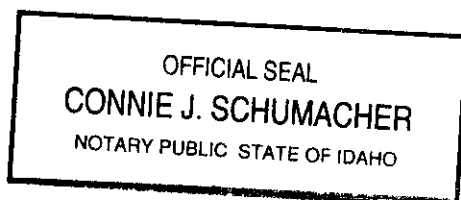


Teresa Lombard
 Notary Public for Idaho
 Residing at: Lewiston, Idaho
 My Commission Expires: 2-16-05

STATE OF IDAHO)
) ss.
 County of Idaho)

On this 18th day of JANUARY, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared, RENEE ECKERT, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that she executed the same.

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



Connie J. Schumacher
 Notary Public for Idaho
 Residing at: Cliftonwood, Idaho
 My Commission Expires: 8-4-2003