



CERTIFICATE OF INCORPORATION
OF

ACTION CITY, INC.

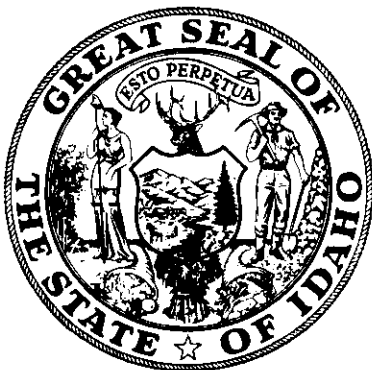
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ACTION CITY, INC.

,
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 September 17, 19 81.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

ACTION CITY, INC.

We, the undersigned, being two natural persons of full age, and citizens of the United States or of its territories or possessions, have this day executed these Articles for the purpose of forming a private corporation under the laws of the State of Idaho and to that end hereby adopt these Articles of Incorporation as follows:

ARTICLE ONE

NAME OF CORPORATION

The name of the Corporation is Action City, Inc.

ARTICLE TWO

PURPOSE OF INCORPORATION

The nature of the business and the objects and purposes to be transacted, promoted, and carried on by the Corporation are to do any and all of the things herein mentioned as fully and to the same extent a natural person might or could do in any part of the world as follows:

To transact any or all lawful business for which corporations may be incorporated under the "Idaho Business Corporation Act" as it is presently constituted or may hereinafter be amended.

ARTICLE THREE

DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR

REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of the Corporation shall be Greg Austin Merrill and the initial registered office shall be located at Rt. 1, Box 267, Rexburg, Idaho 83440.

ARTICLE FIVE

STOCK

The total number of par value shares which the Corporation shall have authority to issue is 10,000 each having a par value of \$1.00 the aggregate par value of the total authorized number of par value shares is \$10,000.00. There are no authorized shares without par value.

The stock of the Corporation is divided into 10,000 shares of a single class, each share having equal rights and each share having one vote. All stock when fully paid for shall be non-assessable.

ARTICLE SIX

BOARD OF DIRECTORS & BYLAWS

The Corporation shall have the power to establish a Board of Directors and adopt appropriate Bylaws. The duties of the Board of Directors and its officers shall be established by the Bylaws of the Corporation. The Board of Directors shall have the authority to amend the Bylaws of the Corporation by a vote of the majority of the Board of Directors. However, the Board of Directors shall not have the power to sell the

business nor to sell a significant part of the Corporation assets without first obtaining the approval of two-thirds (2/3) of the shareholders in the Corporation. Each member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE SEVEN

INCORPORATORS


The name and address of each of the incorporators are:

Name	Address
Ellis Dean Hollist	Box 520 Rexburg, ID 83440
Greg Austin Merrill	Rt. 1, Box 267 Rexburg, ID 83440

Until such time as an election can be held, the above named incorporators shall constitute the Board of Directors.

Executed in duplicate this 11 day of September, 1981.



Incorporator


Incorporator

STATE OF IDAHO)
 :SS.
COUNTY OF MADISON)

On this day of September, in the year of 1981, before me, a Notary Public in and for said State, personally appeared ELLIS DEAN HOLLIST and GREG AUSTIN MERRILL, known to

me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.


Notary Public
Residing In: *Septuag, Id*
My Commission Expires: *9/20/82*