

97 SEP 24 AM 10:10
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
AMERICAN DIRECT MARKETING, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1. Name. The name of the corporation is American Direct Marketing, Inc.

ARTICLE 2. Shares. The corporation is authorized to issue 100,000 shares, all of one class, without par value.

ARTICLE 3. Registered Office and Registered Agent. The address of the corporation's initial registered office in the state of Idaho is 58 East First North, Rexburg, Idaho 83440. The name of the corporation's initial registered agent at such address is Billy G. DuPree, Jr.

ARTICLE 4. Directors. The Board of Directors shall consist of one or more individuals. The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until her successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Toni Lee Watts	5115 Spring Blossom Court Las Vegas, NV 89118

ARTICLE 5. Incorporator. The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Billy G. DuPree, Jr.	58 East First North P.O. Box 723 Rexburg, ID 83440

ARTICLE 6. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

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(i) The amount of a financial benefit received by a director to which he is not entitled,

(ii) An intentional infliction of harm on the corporation or the shareholders,

(iii) A violation of section 30-1-833, Idaho Code, or

(iv) An intentional violation of criminal law.

ARTICLE 7. Indemnification of Directors. The corporation shall indemnify each and every director of the corporation for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

(i) Receipt of a financial benefit to which he is not entitled,

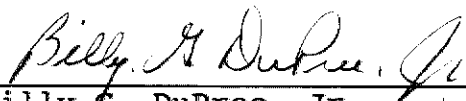
(ii) An intentional infliction of harm on the corporation or its shareholders,

(iii) A violation of section 30-1-833, Idaho Code, or

(iv) An intentional violation of criminal law.

DATED this 16th day of September, 1997.

INCORPORATOR


Billy G. DuPree, Jr.

97 SEP 24 September 22, 1997
AM 10:10
SECRETARY OF STATE
STATE OF IDAHO

Secretary of State
700 West Jefferson
Basement West
P.O. Box 83720
Boise, ID 83720-0080

Re: American Direct Marketing, Inc.

To Whom it May Concern:

The undersigned, Direct Marketing Ad Visors, Inc., hereby consents to the use of the name "American Direct Marketing, Inc." by American Direct Marketing, Inc. for its corporate name.

Very truly yours,

DIRECT MARKETING AD VISORS, INC.



Reid Bowen, President

BGD/law