

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PARENT TALK, 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: January 20, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Valerie Taylor

ARTICLES OF INCORPORATION

OF

PARENT TALK, INC.

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The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE I. NAME

The name of the Corporation is PARENT TALK, INC.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES AND POWERS

Section 1. The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2. The Corporation shall have and may exercise all powers necessary or convenient to effect its purposes, including but not limited to the statutory powers specified in Idaho Code sections 30-1-4 to 30-1-6, as amended and supplemented.

ARTICLE IV. AUTHORIZED SHARES

Section 1. Classes of Stock. The Corporation shall have three classes of stock: preferred stock, voting common stock, and non-voting common stock.

Section 2. Preferred Stock. The aggregate number of shares of preferred stock which the Corporation shall have the authority to issue is 10,000. The aggregate par value of said shares is \$100 and the par value of each share is \$0.01. The shares of preferred stock shall have a priority over the shares of common stock in the payment of dividends and shall rank prior to the common stock in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation.

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The Articles of Incorporation hereby expressly vest in the Board of Directors of the Corporation, in accordance with Section 30-1-16 of the Act, the authority to divide the class of preferred stock into series and within the limitations set forth in said Section 30-1-16 to fix and determine the relative rights and preferences of each series of preferred stock.

Section 3. Common Stock. The aggregate number of shares of common stock which the Corporation shall have the authority to issue is 10,000 of voting stock and 1500 of non-voting common stock. The aggregate par value of said shares is \$115 and the par value of each share is \$0.01. The preferences, limitations and relative rights of the voting common stock and the non-voting common stock shall be identical except that the non-voting common stock shall have no power to vote.

Section 4. Dividends. Subject to Section 2 of this Article IV, the holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 5. Stock Nonassessable. The private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

Section 6. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the voting common stock, who shall be entitled to one vote for each share of voting common stock held by them of record and holders shall not have the right to cumulate their votes for the election of directors.

Section 7. Repurchase from Capital Surplus. The Corporation shall have the right to purchase, redeem, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor. The Directors may, from time to time, distribute to the shareholders out of the capital surplus of the Corporation, a portion of its assets, in cash or property.

ARTICLE V. PREEMPTIVE RIGHTS

Shareholders of the Corporation shall not have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 8805 Westbrook Drive, Boise, Idaho 83704, and the name of its initial registered agent is Steven Hodges.

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. 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 shareholders or until the respective successors are elected and shall qualify is:

NAME

ADDRESS

Steven Hodges

8805 Westbrook Drive
Boise, ID 83704

ARTICLE VIII. INCORPORATOR

NAME

ADDRESS

Steven Hodges

8805 Westbrook Drive
Boise, ID 83704

DATED this 1st day of January, 1993.

Steven Hodges