



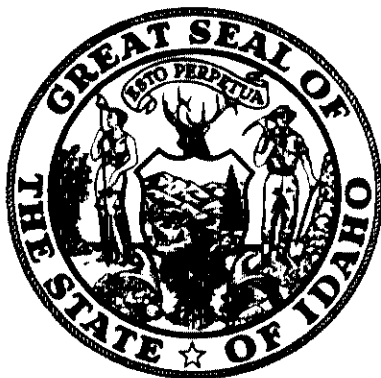
**CERTIFICATE OF INCORPORATION  
OF**

**E.S.D., 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: December 17, 1987



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Seal of the State of Idaho*

DEC 17 9 11 AM '07

ARTICLES OF INCORPORATION OF STATE

OF

E.S.D., Inc.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is E.S.D., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act including public relations and advertising.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock with a par value of .01¢ each.

FIFTH: Provisions denying preemptive rights are:

No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or any bonds, debentures or other securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are:

This corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its directors, officers, and shareholders and with corporations, associations, firms, and entities in which they are or may become interested as directors, officers, shareholders, members, or otherwise, as freely as though such interest did not exist. In the absence of fraud the fact that any director, officer, shareholder, or any corporation, association, firm or other entity of which any director, officer, or shareholder is interested, is in any way interested in any transaction or contract shall not make the transaction or contract void or voidable, or require the director, officer, or shareholder to account to this corporation for any profits therefrom if the transaction or contract is or shall be authorized, ratified, or approved by (1) the vote of a majority or

quorum of the board of directors excluding any interested director or directors, (ii) the written consent of the holders of a majority of the shares entitled to vote, or (iii) a general resolution approving the acts of the directors and officers adopted at a shareholders meeting by vote of the holders of the majority of the shares entitled to vote. Nothing herein contained shall create any liability in the events described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner.

**SEVENTH: Section A. Director Liability** A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, (ii) for conduct violating Section 30-1-48 of the Idaho Business Corporation Act, or (iii) for any transaction from which the director will derive an improper personal benefit.

If the Idaho Business Corporation Act shall be amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporations Act, as so amended, without any requirement of further action by the shareholders.

**Section B. Indemnification and Insurance** This corporation has the power to indemnify, including advance of expenses, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents against all liability, damages, and expenses arising from or in connection with service for, employment by, or other affiliation with this corporation or other firms or entities to the maximum extent and under all circumstances permitted by applicable law.

This corporation shall indemnify, including advance of expenses, each of its directors to the maximum extent and under all circumstances permitted by applicable law.

"Applicable law" shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action or actions of the director which give rise to the seeking of indemnification, whichever is most favorable to the director.

**Section C. Survival of Benefits.** Any repeal or modification of this Article by the shareholders of this corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**EIGHTH:** The address of the initial registered office of the corporation is 401 South 8th Street, Suite 201, Boise, Idaho 83702 (P.O. Box 8283, Boise, Idaho 83707) and the name of its initial registered agent at such address is William R. Drake.

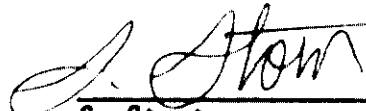
NINTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


<u>NAME</u>	<u>ADDRESS</u>
David Syferd	411 First Avenue South Seattle, Washington 98104
Ronald Elgin	411 First Avenue South Seattle, Washington 98104
William R. Drake	P.O. Box 8283 Boise, Idaho 83707


TENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
S. Stout	1218 Third Avenue Seattle, Washington 98101
M. Tally	1218 Third Avenue Seattle, Washington 98101
M. Goudreau	1218 Third Avenue Seattle, Washington 98101

Dated December 16, 1987.

  
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S. Stout

  
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M. Tally

  
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M. Goudreau Incorporators