

ORIGINAL

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
AIRBRUSH CITY, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is Airbrush City, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The corporation is organized for the purpose of engaging in any or all lawful business for which a corporation formed under the Idaho Business Corporation Act may engage.

FOURTH

The corporation is authorized to issue 1,000,000 shares of no par value common voting stock.

FIFTH

The street address of the initial registered office of the corporation is 435 Meadowbrook Drive, Nampa, Idaho 83686, and the name of its initial registered agent at such address is Stephen L. Clark.

SIXTH

The number of directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

NAME

ADDRESS

Stephen L. Clark

435 Meadowbrook Drive
Nampa, Idaho 83686

Constance A. Clark

435 Meadowbrook Drive
Nampa, Idaho 83686

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SEVENTH

The name and address of the incorporator is as follows:

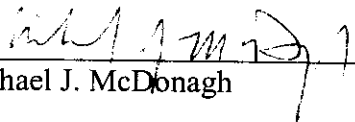
Michael J. McDonagh
300 North 6th Street, Second Floor
PO Box 1368
Boise, Idaho 83701

EIGHTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of December, 2003.

INCORPORATOR



Michael J. McDonagh