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STATE OF IDAHO
COURT OF APPEALS

ARTICLES OF INCORPORATION
OF
DUNN & BURNS INC.

The undersigned, acting as Incorporators under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

I. NAME.

The name of this Corporation is DUNN & BURNS INC.

II. PERIOD OF DURATION

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS

A. Purposes. The purposes for which this Corporation is organized are to transact and to engage in any and all lawful business activities for which Corporations may be incorporated under the laws of the State of Idaho.

B. Powers. This Corporation shall have all the powers specified in the Idaho Business Corporation Act.

IV. STOCK CLAUSES

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares, no par value. The Corporation shall not have the authority to issue shares in series

V. REGISTERED OFFICE AND REGISTERED AGENT

The address and post office box of the registered office of this Corporation are 380 E. 2nd, Ketchum, Idaho 83340 and P.O. Box 3804, Ketchum, Idaho 83340. The name of the initial registered agent of this Corporation at that address is Deborah Burns.

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VI. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of two (20 members. The names and addresses of the persons who are to serve as Directors until successors be elected and qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Dunn	15500 Sunset Blvd. Pacific Palisades, California 90702
Deborah Burns	380 E. 2 nd Ketchum, Idaho 83340

VII. INCORPORATOR.

The name and address of the Incorporators of this Corporation are Deborah Burns, 380 E. 2nd, Ketchum, Idaho 83340; and, Christopher Dunn, 15500 Sunset Blvd., Pacific Palisades, California 90702.

VIII. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall not receive compensation for their services as Directors. A Director may serve the Corporation in any other capacity and may receive compensation for such services rendered in any form.

D. Contracts in which Directors Have an Interest. The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the Corporation shall provide for the circumstances in which Directors and officers of the Corporation may be entitled to indemnification.

IX. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the Shareholders entitled to vote in a meeting of Shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this Corporation, execute these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this _____ day of April 2002.

By:



CHRISTOPHER DUNN

Its:

Incorporator

By:



DEBORAH BURNS

Its:

Incorporator

DANA MONSON
Attorney and Counselor at Law
208 Spruce Avenue North, Bitterroot Square Professional Building
P.O. Box 2984, Ketchum, Idaho 83340
Tel: (208) 622-5043; Fax (208) 622-5042

April 19, 2002

Office of the Secretary of State
700 West Jefferson
P.O. Box 83720
Boise, Idaho 83720-0080

Dear Sir or Madam:

Enclosed please find an application in duplicate of the Articles of Incorporation for Dunn & Burns Inc. and a check for \$120.00. Please note that the additional \$20.00 is for expedited service. An envelope has been enclosed for the return of the Articles of Incorporation.

Please contact me at the above information should you have any questions or concerns.

Sincerely,



DEBORAH BURNS for
DANA MONSON

enclosures