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CLERK OF DISTRICT COURT
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
POCKET FULL OF POSES, INC.**

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, natural person of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Idaho Business Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is POCKET FULL OF POSES, INC.

ARTICLE II

Term

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

Capital Stock

The aggregate number of shares which this corporation shall have authority to issue is 50,000 shares of common voting stock, all of which shall have no par value and all of which are of the same class. All stock of the corporation shall be of the same class and have the same rights and preferences. There shall be no pre-emptive rights.

The corporation is a small business corporation as defined in Section 1244 of the Internal Revenue Code of 1986.

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ARTICLE V

Registered Office and Registered Agent

The address of this corporation's registered office and the name of its original registered agent at such address is:

Lawrence M. Hermansen
4851 Burlington Circle
Boise, Idaho 83704

ARTICLE VI

Initial Board of Directors

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholder or until his/her successor is elected and qualified is:

Lawrence M. Hermansen
4851 Burlington Circle
Boise, Idaho 83704

ARTICLE VII

Incorporator

The name and address of each incorporator is:

Lawrence M. Hermansen
4851 Burlington Circle
Boise, Idaho 83704

IN WITNESS WHEREOF, I, the undersigned original incorporator hereinabove named, have hereunder set my hand this 1st day of January, 2000.


Lawrence M. Hermansen

Registered Agent


Lawrence M. Hermansen