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CLERK OF STATE  
STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
POTATO STATE AUCTION GROUP, INC.

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

ARTICLE I

NAME

The name of this corporation shall be POTATO STATE AUCTION GROUP, INC.

ARTICLE II

PURPOSE

The purpose(s) for which this corporation is organized are:

(1) The Company will engage in the business of on-line auctions of both real and personal property including, but not limited to, such things as land, homes, outbuildings, machinery, equipment, household furnishings and effects, jewelry, tools, antiques, and any other property a client of the company may seek to have the company auction on-line. The company may also auction any of said items in a regular auction not conducted on-line, or may conduct an auction partly in person and partly on-line.

(2) The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

IDAHO SECRETARY OF STATE  
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### ARTICLE III

#### PLACE OF BUSINESS AND AGENT

The registered office of this corporation and the principal place for the transaction of its business is hereby designated as 190 North 4500 East, Rigby, Idaho 83442. The name of the registered agent is Reed Nord, at that address.

### ARTICLE IV

#### EXISTENCE

The corporation shall have perpetual existence.

### ARTICLE V

#### CAPITAL

The capital shall be evidenced by 50,000 shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

### ARTICLE VI

#### NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

### ARTICLE VII

#### AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

| NAME        | ADDRESS                                | AMOUNT OF STOCK SUBSCRIBED |
|-------------|--|----------------------------|
| Reed Nord   | 190 North 4500 East<br>Rigby, ID 83442 | 1                          |
| Gaylia Nord | 190 North 4500 East<br>Rigby, ID 83442 | 1                          |

ARTICLE IX

NAME AND ADDRESS OF INITIAL BOARD OF DIRECTORS


| <u>NAME</u> | <u>ADDRESS</u>                         |
|-------------|--|
| Reed Nord   | 190 North 4500 East<br>Rigby, ID 83442 |
| Gaylia Nord | 190 North 4500 East<br>Rigby, ID 83442 |

ARTICLE X

NAME AND ADDRESS OF INCORPORATOR

|           |  |
|-----------|--|
| Reed Nord | 190 North 4500 East<br>Rigby, ID 83442 |
|-----------|--|

IN WITNESS WHEREOF, We have hereunto set our hands and seals in duplicate originals  
this 18 day of March, 2004.

  
\_\_\_\_\_  
REED NORD

STATE OF IDAHO

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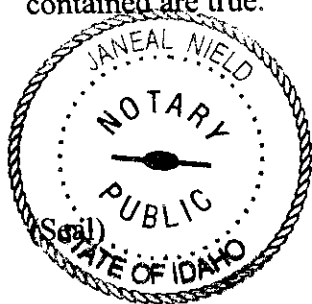
) ss

County of Jefferson

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I, Janeal Nield, a notary public, do hereby certify that on this 18

day of March, 2004, personally appeared before me REED NORD who, being by me first duly sworn, declared that he is the Incorporator of POTATO STATE AUCTION GROUP, INC., that he signed the foregoing document as the Incorporator of the corporation, and that the statements therein contained are true.



Janeal Nield

Notary Public for Idaho

Residing at: Upperville

My Commission Expires: 11/31/08