



**CERTIFICATE OF INCORPORATION
OF**

THE BLUE BALLOON, 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: November 3, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Seela M. Hawkey*

ARTICLES OF INCORPORATION

of

THE BLUE BALLOON, INC.

Nov 3 3 44 PM '97
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is The Blue Balloon, Inc.

ARTICLE II

The objects and purposes for which this corporation are formed are:

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

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and address of the registered office of the corporation shall be and is: 6503 Holiday Dr., Boise, Idaho 83705. The name and address of the registered agent is: Lloyd Dwayne Barney, Jr., 6503 Holiday Dr., Boise, Idaho 83705.

ARTICLE V

The amount of the capital stock of the corporation shall be 100,000 shares and each share shall have no par value. Said stock shall be and is non-assessable.

ARTICLE VI

The name and post office address of the original incorporators is:

Lloyd Dwayne Barney, Jr.
6503 Holiday Dr.
Boise, ID 83705

Brian McGrath
11857 Arlen Dr.
Boise, ID 83704

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

(a) The corporation shall not have a board of directors, but shall be run and managed directly by the shareholders. However, the corporation reserves the right at any future date to elect a board of directors if such action is deemed advisable by a majority of the shareholders.

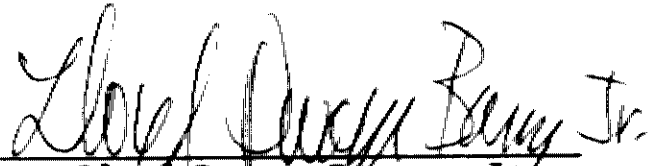
(b) The incorporators set forth above are the only shareholders of the corporation.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or

otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of November, 1987.



Lloyd Dwayne Barney, Jr.



Brian McGrath

STATE OF IDAHO)
) ss.
County of Ada)

LLOYD DWAYNE BARNEY, JR. and BRIAN McGRATH, being first duly sworn, upon oath, depose and state:

That they are the incorporators named in the above-entitled Articles of Incorporation; that they have read the foregoing Articles of Incorporation and know the contents thereof and that the same are true as they verily believe.

Lloyd Dwayne Barney, Jr.
Lloyd Dwayne Barney, Jr.

Brian McGrath
Brian McGrath

SUBSCRIBED AND SWORN To before me this 2nd day of November, 1987.

Barbara Ann Morgan
Notary Public for Idaho
Residing at Caldwell, Idaho

(SEAL)