



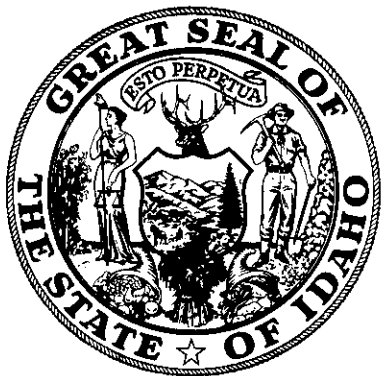
CERTIFICATE OF INCORPORATION
OF

CONCEPT RESOURCES, 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: **April 9, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION
OF
CONCEPT RESOURCES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemented thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be CONCEPT RESOURCES, INC.

ARTICLE II

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

- (a) To engage in the business of the composition, creation, and distribution of original program materials, conceived by the corporation, intended for dissemination by client radio and television stations, and others.
- (b) To carry on all or any of the business of an advertising agency and consulting firm, encompassing but not restricted to the conception, composition, direction, production, and media placement and disposition of commercial matter, and to do all other things necessary and related thereto.
- (c) To carry on all or any of the business of a commercial production facility, and to do all other things necessary and related thereto.
- (d) To engage in rental, loan, and leasing of all types of personal property without limitation, and to acquire, hold, and own any licenses, permits, and franchises necessary in connection with such business.
- (e) To engage in any business related or unrelated to those described in clauses (a) through (d) as may be from time to time authorized by the Board of Directors of this corporation, and to engage in any activities and do all things as are incidental or conducive to the attainment of any of the objects and purposes set forth in Paragraph II.
- (f) To do business anywhere in the world.
- (g) To purchase, acquire, hold and dispose of stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds, or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of such bonds or other securities or evidences of indebtedness or stock.

- (h) To buy, sell, acquire, hold, own, mortgage, pledge, lease, assign, transfer, trade, and deal in and with all kinds of personal property, goods, wares, and merchandise of every kind, nature, and description.
- (i) To buy, sell, lease, let, mortgage, exchange, or otherwise acquire or dispose of lands, lots, houses, buildings, and other real and personal property, hereditaments and appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do, without limit as to amount.
- (j) To guarantee the contracts and obligations of customers and others or to indemnify customers and others so long as in the business interests of the corporation as determined by the Board of Directors.
- (k) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and pledge all or part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as may be permitted by law.
- (l) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit to amount, with any person, firm association or corporation, whether public or private.
- (m) To be a promoter, member, associate, or manager of other businesses, enterprises or ventures and to enter into any lawful arrangements for sharing profits and losses in any transactions or transaction.
- (n) To have and exercise all rights and powers now existing -- including the utilization of practices and procedures being adopted in furtherance and expedition of business and which may hereafter be granted to a corporation by the laws of the State of Idaho.
- (o) To make donations for the public welfare, or the charitable, scientific, or educational purposes.
- (p) To have one or more offices to carry on all or any part of its operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm association, or corporation.
- (q) The foregoing clauses are to be construed both as objects and powers and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing contained herein shall be deemed to authorize or permit the corporation to carry on any business or to exercise any powers or to do any act which a corporation formed under the act hereinbefore referred to, or any amendment thereof or supplemental thereto, or substituted therefor, may not at any time lawfully carry on or do. It is the intention that the purposes, object and powers specified in each of the subparagraphs (a) through (l), inclusive of Article II of these Articles of Incorporation, shall, except as otherwise expressly provided, in no way be limited or restricted by reference thereto, or inference from, the term of any other subparagraph, clause, or paragraph of these Articles of Incorporation.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The location and post office address of the registered office of the corporation shall be Boise, Ada County, Idaho, or such other place as may be determined by the Board of Directors.

Daniel G. McColly
1492 Symphony Ct.
Boise, ID 83706

ARTICLE V

The aggregate number of shares of capital stock which this corporation shall have the authority to issue is Two Hundred Fifty Thousand (250,000) shares of common stock, with a par value of Four (4) Dollars per share.

ARTICLE VI

The names and post office addresses of the incorporators, and the number of shares subscribed for, are as follows:

Daniel G. McColly
1492 Symphony Ct.
Boise, Idaho 83706

175,000 shares

Toinette S. McColly
1492 Symphony Ct.
Boise, Idaho 83706

75,000 shares

ARTICLE VII

Section 1. The private property of the owners of stock of this corporation shall not be subject to the payment of corporate debts and shall not be subject to assignment for the purpose of paying debts of the corporation.

Section 2. Voting power. The entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record. Such stock may be voted in any manner authorized by law.

Section 3. Dividends. The holders of capital stock shall be entitled to receive, when and as declared by the Board of Directors, out of the unre-served earned surplus of the corporation, as permitted by law, dividends payable in cash, property, or in shares of the capital stock of the corporation.

ARTICLE VIII

Section 1. Initial Board of Directors. The initial Board of Directors shall consist of two (2) members *Daniel G. McColly + Toinette S. McColly*

address same as above

Section 2. Increase of Directors. Such Board of Directors may be increased to not more than five (5) from time to time by unanimous vote of the stockholders.

ARTICLE IX

Section 1. Meetings of Stockholders. Meetings of stockholders of the corporation may be held at such places, either within or without the State of Idaho, as may be provided in the By-Laws and agreed to by all such stockholders; otherwise, all meetings shall be held at the registered office of the corporation.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the corporation, regular or special, may be held either within or without the State of Idaho.

Section 3. By-Laws. The initial By-Laws of the corporation shall be adopted by its Board of Directors or by the stockholders in a meeting arranged for such purpose. The power to alter, amend or repeal the said By-Laws or adopt new By-Laws shall be reserved to the stockholders, except as may be authorized in stockholders' meetings for the Board of Directors to exercise such power. The affirmative vote of not less than the holders of two-thirds in number of the total number of shares issued and outstanding shall be necessary to exercise such power as pertaining to the stockholders, but unanimous vote of all the directors shall be necessary for the exercise of such power.

ARTICLE X

These Articles of Incorporation may be amended, altered, modified, repealed, or added to, at any special or general meeting of the stockholders in any manner now or hereafter provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of April, 1985.

Daniel G. McColly
Toinette S. McColly

STATE OF IDAHO)
: ss.
County of Ada)

On this 9th day of April, 1985, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Daniel G. McColly, and Toinette S. McColly, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in the certificate first written above.

Nancy B. Rindexter

Notary Public for State of Idaho
Residing at Boise, Idaho