

FILED/EFFECTIVE

**ARTICLES OF INCORPORATION
OF
EYE-CON PRODUCTIONS, LTD.**

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STATE OF IDAHO

To the Secretary of State, State of Idaho

The undersigned, in order to form a corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following Articles of Incorporation, to wit:

ARTICLE 1. NAME

The name of this corporation is Eye-Con Productions, Ltd..

ARTICLE 2. DURATION

This corporation has perpetual existence.

ARTICLE 3. PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business for which a corporation may be incorporated under Title 30, Chapter 1, of the Idaho Code, as amended.

ARTICLE 4. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 1200 Ironwood Drive, Suite 315, Coeur d'Alene, Idaho 83814, and the name of the registered agent at such address is Preston Gates & Ellis LLP.

ARTICLE 5. CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 10,000,000 shares of common stock without par value.

ARTICLE 6. PREEMPTIVE RIGHTS

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

ARTICLE 7. DIRECTORS

The number of directors of this corporation shall be fixed in the manner specified by the bylaws of this corporation. The first directors of the corporation are two (2) in number and their names and addresses are:

Jake Isaac McClure
1125 N. 2nd Street
Coeur d'Alene, ID 83814

Tanner James Emerson
1025 St. Maries Street
Coeur d'Alene, ID 83814

The first directors shall serve until the first annual meeting of the shareholders and until their successors are elected and qualified.

IDAHO SECRETARY OF STATE

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ARTICLE 8. ACTION BY NONUNANIMOUS SHAREHOLDER CONSENT

8.1 Subject to the provisions of § 30-1-704, Idaho Code, shareholders will be permitted to take action by less than unanimous written consent of all shareholders entitled to vote on an action.

8.2 Before the date on which the action becomes effective, notice of the taking of such action shall be given to each shareholder of record, in writing, describing with reasonable clarity and specifying the general nature of the action approved, stating the effective date and time of the approved action, and accompanied by the same material that, under the Act, would have been required to be sent to nonconsenting or nonvoting shareholders in a notice of meeting at which the proposed action would have been submitted for shareholder action. Except as otherwise provided in § 30-1-704, Idaho Code, such notice shall be given as follows: (a) if mailed, by deposit in the U.S. mail at least seventy-two (72) hours prior to the specified effective time of such action, with first-class postage thereon prepaid, correctly addressed to each shareholder of record at the shareholder's address as it appears on the current record of shareholders of the corporation; or (b) if delivered by personal delivery, by courier service, by wire or wireless equipment, by telegraphic or other facsimile transmission, or by any other electronic means which transmits a facsimile of such communication correctly addressed to each shareholder of record at the physical address, electronic mail address, or facsimile number, as it appears on the current record of shareholders of the corporation, at least seventy-two (72) hours prior to the specified effective time of such action.

ARTICLE 9. CUMULATIVE VOTING

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.

ARTICLE 10. LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for any action taken, or any failure to take action, as a director, except liability for:

- (a) The amount of financial benefit received by a director to which he is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of § 30-1-833, Idaho Code; or
- (d) An intentional violation of criminal law.

If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any

right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS

11.1 The corporation shall indemnify its directors to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force for action taken or any failure to take action. However, such indemnity shall not apply on account of:

- (a) The amount of financial benefit received by a director to which he is not entitled;
- (b) An intentional infliction of harm on the corporation or the shareholders;
- (c) A violation of § 30-1-833, Idaho Code; or
- (d) An intentional violation of criminal law.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

11.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

11.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

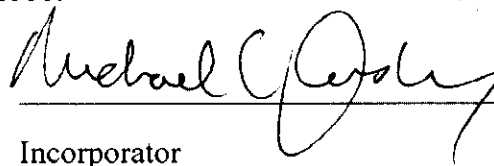
ARTICLE 12. INCORPORATOR

The name^r and address of the incorporator is:

Michael C. Ormsby

c/o Preston Gates & Ellis LLP
1200 Ironwood Drive, Suite 315
Coeur d'Alene, ID 83814

The undersigned incorporator has signed these Articles of Incorporation as duplicate signed originals on February 16, 2000.

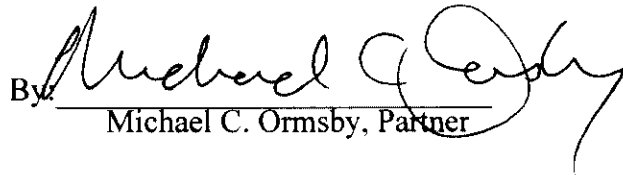

Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

Preston Gates & Ellis LLP hereby consents to serve as Registered Agent in the State of Idaho for Eye-Con Productions, Ltd. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent.

February 16, 2000

Preston Gates & Ellis LLP

By 
Michael C. Ormsby, Partner

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