

ARTICLES OF INCORPORATION

OF

FOX & GARCIA MARKETING, INC.

97 NOV -6 AM 9:11
SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, a natural person over the age of eighteen (18) years, does hereby form a corporation under the laws of the State of Idaho, as contained in Chapter 1 of Title 30, Idaho Code, entitled "Idaho Business Corporation Act," and to that end does hereby certify:

ARTICLE I

Name

The name of said corporation shall be Fox & Garcia Marketing, Inc.

ARTICLE II

Purposes and Powers

C. To engage in all legal business activities as may be authorized or permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30, Idaho Code).

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Registered Office

The registered office of said corporation in the State of Idaho shall be located at 320 Second Avenue North, Twin Falls, Idaho, in the County of Twin Falls, Idaho. Kelly J. Fox shall be the registered agent at the address set forth above.

ARTICLE V

Corporate Stock

The corporation is authorized to issue two (2) separate classes of common stock, as follows:

1. Two Thousand (2,000) shares of Class A stock;
2. Two Thousand (2,000) shares of Class B stock.

IDAHO SECRETARY OF STATE
11/06/1997 09:00
CK: 26592 CT: 1575 DN: 53263

100.00 = 100.00 CORP
C 121460

Both Class A stock and Class B stock shall be no par value common stock, and shall be different only in voting rights. Class A stock shall be voting stock, with one (1) vote appurtenant to each share of such stock issued, exercisable, in person or by proxy, by the owner(s) thereof. Class B stock shall be non-voting stock.

ARTICLE VI

Incorporators

The name and address of the incorporator who has subscribed to one share of Class A common stock of the corporation, is as follows:

Name of Incorporator

Kelly J. Fox

Address

320 Second Avenue North
Twin Falls, ID 83301

ARTICLE VII

Management

The business of the corporation shall be managed by a board of two (2) directors, unless and until the corporation has more than two (2) shareholders, in which case the board of directors shall consist of three (3) directors in total. Each director shall hold office for the term for which he or she was elected or until his or her successor is elected and qualified.


The initial member of the board of directors of the corporation shall be Teddy R. Garcia, 169 West 50 South, Rupert, Idaho 83350, and Kelly J. Fox, 320 Second Avenue North, Twin Falls, Idaho 83301 who shall serve until the first annual meeting of the shareholders or until his successor has been duly elected and qualified.

ARTICLE VIII

Bylaws

The regulation of the internal affairs of the corporation shall be further detailed and provided for in the Bylaws of the corporation. The power to adopt, repeal and amend said Bylaws shall be in the shareholders.

IN WITNESS WHEREOF I have set my hand this 4 day of Nov, 1997.



KELLY J. FOX

STATE OF IDAHO)
) ss.
County of Twin Falls)

I, _____, a Notary Public, do hereby certify that on this _____ day of _____, 1997, personally appeared before me KELLY J. FOX, who, being by me first duly sworn, declared that he is one of the Incorporators of Fox & Garcia Marketing, Inc., that he signed the foregoing document as the Incorporator of the corporation, and that the statements therein contained are true.

NOTARY PUBLIC FOR IDAHO

Residing at _____

Commission expires _____

02219705.jer