

# ARTICLES OF INCORPORATION

OF

**buzzWords, Inc.**

JUN 1 3 33 PM '00  
SECRETARY OF STATE  
STATE OF IDAHO

1. Name. The name of the corporation is buzzWords, Inc. (the "Corporation").

2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered office and agent. The registered office of the Corporation is 215 N. 5th Street, Boise, Idaho 83702 and its registered agent at that address is Nels M. Jensen.

4. Initial directors. The names and addresses of the directors serving as the Corporation's Board of Directors are as follows:

Name

Address

Eric W. Valutis

1018 E. Jefferson  
Boise, Idaho 83712

Nels M. Jensen

215 N. 5th Street  
Boise, Idaho 83702

IDAHO SECRETARY OF STATE  
06/02/2000 09:00  
CK: 2152 CT: 131847 BH: 322971  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

C134175

5. Incorporator. The name of the incorporator is Eric W. Valutis and the incorporator's address is 1018 E. Jefferson, Boise, Idaho 83712.

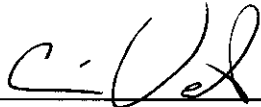
6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for:

- (i) the amount of a financial benefit received by a director to which he or she is not entitled;
- (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

\_\_\_\_<sup>th</sup> day of \_\_\_\_\_, 2000. In witness whereof, I have subscribed these Articles of Incorporation this

  
\_\_\_\_\_  
Eric W. Valutis, Incorporator