

FILED

ARTICLES OF INCORPORATION

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SPIKE INC. SECRETARY OF STATE STATE OF IDAHO

1. Name. The name of the corporation is Spike Inc.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 1054 West 125 South, Blackfoot, Idaho 83221, and its registered agent at that address is Larry E. Van Orden.
4. Incorporators. The names and addresses of each incorporator are Larry E. Van Orden whose address is 1054 West 125 South, Blackfoot, Idaho 83221, and Paunie T. Van Orden, whose address is 1054 West 125 South, Blackfoot, Idaho 83221.
5. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
6. Preemptive rights. The corporation elects to have preemptive rights.
7. Voting. Each outstanding share shall be entitled to one vote but shareholders may be entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

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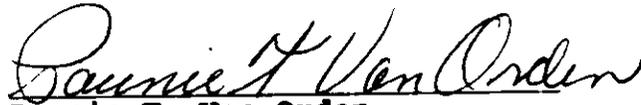
8. Board of directors. All corporate power shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in a Shareholder Agreement authorized under Section 30-1-732 Idaho Code. The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the By-Laws or any Shareholder Agreement. Directors need not be residents of the State of Idaho or shareholders of the corporation.

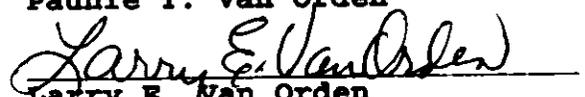
9. Limitation of Liability. No director shall be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of the financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholder; (iii) a violation of Section 30-1-833 Idaho Code; or (iv) an intentional violation of criminal law.

10. 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.

11. Effective date. The effective date of these articles shall be July 1, 1999, at the hour of 8:00 a.m.

In witness whereof, we have subscribed these Articles of Incorporation this 14<sup>th</sup> day of June, 1999.

  
Paunie T. Van Orden

  
Larry E. Van Orden