

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

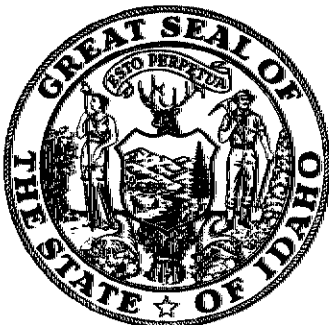
SOCATEAN CORPORATION, INC.

File number C 116093

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: August 14, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shannon Breier*

ARTICLES OF INCORPORATION

OF

SOCATEAN CORPORATION, INC.

AUG 14 4 44 PM '96

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 Socatean Corporation, Inc.

ARTICLE II

Purposes and Powers

A. To invest funds in real property, personal property, mortgages, stocks, bonds and other types of investments; to own or lease real or personal property, and to give security in connection therewith; and to enter into contracts and agreements of all types, including, without limitation, franchise and licensing agreements.

B. To engage in such other 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 142 Third Avenue North, Twin Falls, Idaho 83301, in the County of Twin Falls, Idaho. J. Evan Robertson shall be the registered agent at the address set forth above.

DATE 08/14/1996 0900 18720

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ARTICLES OF INCORPORATION - 1

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ARTICLE V

Corporate Stock

The corporation shall have the authority to issue one hundred (100) shares of common stock, all of one class and all without par value, and the following is the name and post office address of the subscriber:

Name of Subscriber

Robert Greenhill

Post Office Address

P.O. Box 880
New York, New York 10101-0880

ARTICLE VI

Incorporators

The name and address of the incorporator is as follows:

Name of Incorporator

Timothy J. Stover

Address

142 Third Avenue North
P.O. Box 1906
Twin Falls, Idaho 83303-1906

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 the same number of directors as there are shareholders, not to exceed 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 Robert Greenhill, who shall serve until the first annual meeting of the shareholders or until her successor has been duly elected and qualified.

ARTICLE VIII

Annual Meeting of Shareholders

The annual meeting of the shareholders of the corporation shall be held on the second Monday in March of each year, commencing in 1997, or at such other time as the board of directors may subsequently set. Notice of the annual meeting and any special meetings of the shareholders shall be given by the board of directors at least seven (7) days prior to the date thereof, which notice shall set forth the time and location of said meetings.

ARTICLE IX

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.

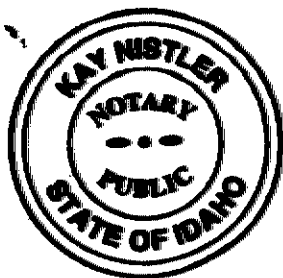
IN WITNESS WHEREOF I have set my hand this 9 day of August, 1996.

"INCORPORATOR"

Timothy J. Stover
TIMOTHY J. STOVER

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

I, Kay Nistler, a Notary Public, do hereby certify that on this 9th day of August, 1996, personally appeared before me TIMOTHY J. STOVER, who, being by me first duly sworn, declared that he is one of the Incorporators of SOCATEAN CORPORATION, INC., that he signed the foregoing document as one of the Incorporators of the corporation, and that the statements therein contained are true.



Kay Nistler
NOTARY PUBLIC FOR IDAHO
Residing at Jerome
Commission expires 11-24-2001

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