

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

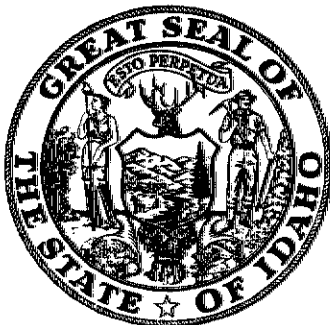
NOTES, INC.

File number C 116387

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: September 11, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lair Smith*

ARTICLES OF INCORPORATION
OF
NOTES, INC.

SEP 11 8 45 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is Notes, Inc:

SECOND: That the period of its duration is perpetual.

THIRD: That the purposes for which the corporation is organized are the transaction of a retail business and/or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of one class, without par value and with full preemptive rights under the Idaho Business Corporation Act.

FIFTH: That the address of the initial registered office of the corporation is 817 South Washington, Emmett, Idaho 83617, and the name of its initial registered agent at such address is Jon B. Wheeler.

SIXTH: That the shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

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(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the stockholder receiving the same concurrently with the distribution thereof.

SEVENTH: That the number of directors constituting the initial Board of Directors of the corporation is Two (2), with a maximum of Six (6) thereafter, and the name and address of the persons who are to serve as Directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

Name

Address

Jon B. Wheeler

2225 Sunrise Street
Emmett, ID 83617

Lisa Wheeler

2225 Sunrise Street
Emmett, ID 83617

The Directors of the corporation shall not receive compensation for their services as Directors, unless so designated by a majority vote of Stockholders, excluding the vote of any Stockholder who is a Director being considered for such compensation.

EIGHTH: That the names and addresses of the incorporators
are:

<u>Name</u>	<u>Address</u>
Jon B. Wheeler	2225 Sunrise Street Emmett, ID 83617
Lisa Wheeler	2225 Sunrise Street Emmett, ID 83617

DATED this 9 day of September, 1996.



Jon B. Wheeler




Lisa Wheeler

STATE OF IDAHO)
) ss.
County of Gem)

On this 9th day of September, 1996 before me, the undersigned, a notary public in and for said state, personally appeared Jon B. Wheeler and Lisa Wheeler, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(SEAL)



Notary Public for Idaho
Residing at Emmett, ID
My commission expires: 04-13-01

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