

**ARTICLES OF INCORPORATION
OF
APPLE RIVER PRODUCTIONS, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

I, Patsy Shira, whose address is 410 So. B Street, Grangeville, Idaho 83530, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the Idaho Business Corporation Act.

I. NAME

The name of the corporation (which is hereafter referred to as the "Corporation") is APPLE RIVER PRODUCTIONS, INC.

II. ADDRESS

The address of the Corporation's initial principal office in Idaho is 410 So. B Street, Grangeville, Idaho 83530.

III. REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial Registered Office is 410 So. B Street, Grangeville, Idaho 83530. The name of the Corporation's initial Registered Agent shall be Patsy Shira, located at 410 So. B Street, Grangeville, Idaho 83530. The consent of the Registered Agent to act as the Agent for the Corporation is designated by the signature of the initial Registered Agent on these Articles of Incorporation.

IV. AUTHORIZED SHARES OF STOCK

The total number of shares of capital stock, which the Corporation has authority to issue, is 1,000,000 shares of common stock. All shares shall be of one class, Class A, common stock and shall have no par value per share. The holder of each share shall be entitled to one corporate vote per share held and each share shall, in all respects, be equal to every other share. The capital stock shall be transferred in accordance with such rules and regulations as may be established by the bylaws of the corporation and all restrictions relative to the ownership and transfer of shares of stock of the corporation shall be specifically noted on the stock certificates issued by the Corporation. Shareholders shall have preemptive rights as to the issuance of any new shares of capital stock of the Corporation after the initial issuance of shares.

V. DIRECTORS

The number of Directors of the Corporation shall be three (3). Such number may be increased and subsequently decreased pursuant to the By-Laws of the corporation, but shall never be less than one (1). A quorum shall be three (3) directors unless a smaller number of directors is authorized and then a quorum shall be the number of directors then authorized.

VI. BOARD OF DIRECTORS

The initial board of directors of the Corporation (the "Board") shall consist of Three (3) directors, and the name and address of each person or persons who shall serve as director(s) until the first annual meeting of shareholders or until a successor(s) is elected and qualified three (3) directors as follows:

Name	Street Address	City, State and Zip
Tami Fehlman	329 NW Third Street	Grangeville, Idaho 83530
Richard Shira	410 Cunningham Street	Grangeville, Idaho 83530
Patsy Shira	410 So. B Street	Grangeville, Idaho 83530

VII. CORPORATION DURATION

The period of duration for the corporation shall be perpetual.

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VIII. STOCK ELECTION

The holders of the shares of capital stock of the Corporation shall have a preemptive right to purchase, subscribe for, or otherwise acquire any share of stock of the corporation made available by the Board of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IX. BYLAWS

The By-Laws of the Corporation, which shall be adopted by the directors at the first annual meeting or sooner at the organizational meeting at the election of the Board and shall govern the operation and internal affairs of the corporation and may be amended by a majority vote of a quorum of the Board.

X. PURPOSE

The purposes for which this Corporation is formed are as follows:

- 1) To engage in any and all business related to creating, producing, developing, enhancing, distributing, selling, exchanging, licensing, leasing, preserving or archiving of entertainment, documentary or informational materials, regardless of media;
- 2) To acquire, hold, lease, license, sell, hypothecate or distribute all materials, equipment and props necessary, reasonable or convenient to engage in any permitted activity; and
- 3) To perform or transact any and all lawful business permitted by the Idaho Business Corporation Act and/or to carry on any lawful business within or outside of the State of Idaho.

XI. CONTRACTS WITH INTERESTED PARTIES

The Corporation, its officers and directors is authorized to enter into contracts or other transaction with any interested party, whether shareholder, director or officer. No such contract or transaction shall be invalidated because the interested party has a pecuniary interest therein. Directors may vote on matters in which they have a an interest in the absence of fraud.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation as the Incorporator this 7th day of July, 2002 for the purpose of forming APPLE RIVER PRODUCTIONS, INC. under the laws of the State of Idaho as aforementioned and I acknowledge the same to be my own free and voluntary act.

Signed at Grangeville, Idaho, this 7th day of July, 2002.

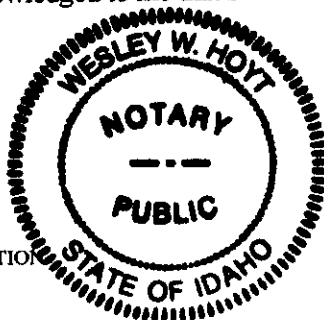
Patsy Shira
Patsy Shira, Incorporator

Patsy Shira
Patsy Shira, Initial Director

STATE OF IDAHO)
)
) ss.
COUNTY OF IDAHO)

On this 7th day of July, 2002, before me, the undersigned, a notary public in and for said state, personally appeared Patsy Shira known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that she executed the same as her own free and voluntary act.

SEAL



Wesley W. Hoyt
Notary Public for Idaho
Residing at Kootenai thereof,
My Comm. Exps. 5-13-05