



**CERTIFICATE OF INCORPORATION
OF**

GEM PAPERBACKS, INC.

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 15, 1987



SECRETARY OF STATE

by:

RECEIVED
SEC. OF STATE
37 SEP 15 8 37
ARTICLES OF INCORPORATION

OF

GEM PAPERBACKS, INC.

The undersigned, who are natural persons of full age and citizens and residents of the State of Idaho and the United States of America, for the purpose of forming a corporation under the laws of the State of Idaho, hereby certify and declare:

ARTICLE I.

The name of this corporation shall be Gem Paperbacks, Inc.

ARTICLE II.

The purpose for which it is formed are publishing manuscripts and books and all lawful purposes for which corporations can be organized.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The location of the corporation and its initial registered office is Harold Ward Ranch, Rt. HC 61, City of Almo, County of Cassia, State of Idaho, 83312. The initial registered agent at such address shall be Ethel B. Boden.

ARTICLE V.

The name and mailing address of such incorporators of this corporation are as follows:

Ethel B. Boden
P. O. Box 141
Almo, ID 83312

Ellis Boden
P. O. Box 141
Almo, ID 83312

ARTICLE VI.

The total authorized number of shares of this corporation shall be TWENTY THOUSAND (20,000) shares with no par value, all having the same relative rights, preferences and restrictions on the sale and transfer of the same as set out in the By-Laws of the Corporation.

ARTICLE VII.


The below named shall constitute the initial board of directors of this corporation until the first annual meeting of the stockholders.

Ethel B. Boden
P. O. Box 141
Almo, ID 83312

Ellis Boden
P. O. Box 141
Almo, ID 83312

Douglas H. Ward
P. O. Box 102
Almo, ID 83312

IN WITNESS WHEREOF, We have made and subscribed these Articles of Incorporation in duplicate originals this 28th day of August, 1987.



ETHEL BODEN



ELLIS BODEN

STATE OF IDAHO)

ss.

County of Cassia)

On this 28th day of August, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Ethel Boden and Ellis Boden, known to me to be the persons whose names are subscribed to the within 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 first above written.

Jose A. Gama
Notary Public for Idaho
Residing at Burley, Idaho
My Commission Expires: 4-1-88