

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

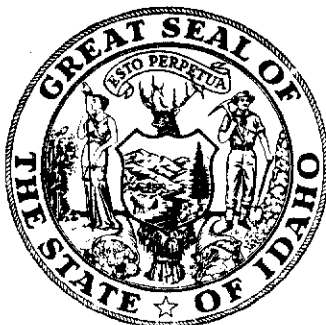
SIERRA DIGITAL, INC.

File number C 117637

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: December 31, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Lonny Harold*

**ARTICLES OF INCORPORATION
OF
SIERRA DIGITAL, INC.**

DEC 31 10 16 AM '96
SECRETARY OF STATE
STATE OF IDAHO

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

FIRST: The name of the corporation is SIERRA DIGITAL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation, shall have authority to issue is 10,000,000 shares, all of which are to be without par value.

FIFTH: The address of the initial registered office of the corporation is 110 Spruce Way, Hailey, Idaho, and the name of its initial registered agent at such address is M. Brooks Jorgensen.

SIXTH: The number of directors constituting the initial board of directors of the corporation is not less than two nor more than five, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
M. Brooks Jorgensen	P.O. Box 1814 Sun Valley, ID 83353
Ken Michael Thornock	P.O. Box 1814 Sun Valley, ID 83353

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
M. Brooks Jorgensen	P.O. Box 1814 Sun Valley, ID 83353
Ken Michael Thornock	P.O. Box 1814 Sun Valley, ID 83353

ARTICLES OF INCORPORATION\1
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IDAHO SECRETARY OF STATE
DATE 12/31/1996 0900 51130
CK #: 12640 CUST# 2053
CORP
1@ 100.00= 100.00

#: C

DATED this 30 day of December, 1996.


M. BROOKS JORGENSEN


KEN MICHAEL THORNOCK

"Incorporators"

STATE OF IDAHO)
) ss.
County of Blaine)

I, the undersigned, a Notary Public, do hereby certify that on this 30 day of December, 1996, personally appeared before me, M. BROOKS JORGENSEN and KEN MICHAEL THORNOCK, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.


NOTARY PUBLIC

Residing at: Hailey, IDAHO

My Commission Expires: 8-13-99