

ARTICLES OF INCORPORATION

OF

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NIELSEN ENTERPRISES, INC.

SECRETARY OF STATE
STATE OF IDAHO

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

FIRST: The name of the corporation is **Nielsen Enterprises, Inc.**

SECOND: The period of its duration is perpetual.

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

FOURTH: The total authorized capital stock which the Corporation shall be authorized to issue shall include the following: 1,000 shares of common stock with no par value per share.

Each outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

Payment of dividends and redemption of stock shall be subject to restrictions set forth in the laws of the State of Idaho.

FIFTH: There are no special provisions denying preemptive rights and shareholder preemptive rights shall be determined in accordance with Idaho Law.

SIXTH: To the extent permitted by law, the Corporation is authorized to repurchase its own shares and, when so doing, may utilize both unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus and common and preferred capital and paid in capital.

SEVENTH: The address of the initial registered office of the Corporation is 1627 Lansing, Caldwell, Idaho, and the name of its initial registered agent at such address is Jason Nielsen.

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IDAHO SECRETARY OF STATE

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EIGHTH:

Section 1. Director Liability. To the extent permitted by law, no director of this corporation shall be personally liable to the corporation or its stockholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:

(a) The amount of a financial benefit received by a director to which he is not entitled;

(b) Intentional infliction of harm on the corporation or the shareholders;

(c) A violation of Section 30-1-833, Idaho Code;

(d) Any intentional violation of criminal law;

(e) for an act or omission occurring prior to the date when the provisions of this Section 1 of Article X become effective.

It is the intention of the members of this cooperative to eliminate or limit the personal liability of the directors of this corporation to the greatest extent permitted under applicable law. After this Section 1 of Article X becomes effective, if amendments to applicable statutes are passed which authorize cooperative associations to act to further eliminate or limit the personal liability of directors, then the liability of the directors of this corporation shall be eliminated or limited to the greatest extent permitted by the applicable statutes, as so amended or added.

Any repeal or modification of this Section 1 of Article X by the members of this association shall not adversely affect any right of or any protection available to a director of this cooperative which is in existence at the time of such repeal or modification.

Section 2. Indemnification of officers, directors, employees and agents. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the cor-

poration, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the extent permitted by Section 30-1-202(e), Idaho Code, or other applicable law, except that the association reserves the right, at its sole discretion, to determine whether and how much, if any, insurance it may purchase on behalf of directors, officers, employees or agents.

Any repeal or modification of this Section 2 of Article X by the members of this association shall not adversely affect any right of or any protection available to a director, officer, employee or agent of this cooperative by reason of any threatened, pending or completed action, suit or proceeding in existence at the time of such repeal or modification.

NINTH: The number of Directors constituting the initial Board of Directors of the Corporation is two (2) 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:

1. Jason Nielsen; 1627 Lansing, Caldwell, Idaho 83605
2. Stephanie Nielsen; 1627 Lansing, Caldwell, Idaho 83605

TENTH: The name and address of each incorporator is as follows:

1. Jason Nielsen; 1627 Lansing, Caldwell, Idaho 83605
2. Stephanie Nielsen; 1627 Lansing, Caldwell, Idaho 83605

DATED This 11th day of March, 1999.

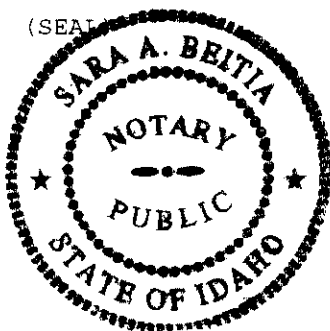

Jason Nielsen


Stephanie Nielsen

STATE OF IDAHO)
)§:
County of Canyon)

On this 11th day of March, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared **JASON NIELSEN** and **STEPHANIE NIELSEN**, known or identified 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 in this certificate first above written.



Sara A. Beitia
Notary Public for Idaho
Residing at Caldwell, Idaho
My commission expires: 09/23/02