



CERTIFICATE OF INCORPORATION  
OF

INDOOR MEDIA, INC.

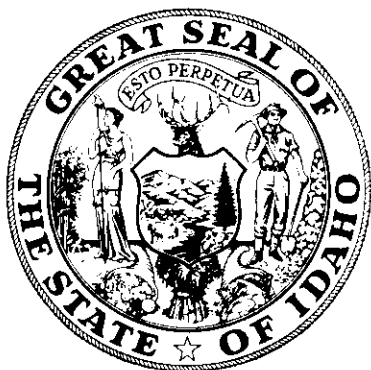
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

INDOOR MEDIA, INC.

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: October 23, 1981



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Penny Gauraa*

ARTICLES OF INCORPORATION

OF

INDOOR MEDIA, INC.

The undersigned, Emmett F. Mulrine, Keith R. Kroetch and Andrew E. Salmon, persons over the age of eighteen, come for the purpose of forming a corporation into the laws of the State of Idaho, and in pursuance thereof do hereby sign and deliver in triplicate to the secretary of the State of Idaho, the following Articles of Incorporation and do state as follows;

I

The name of the corporation shall be Indoor Media, Inc.

II

The period of duration of the corporation shall be perpetual.

III

The purposes for which the corporation is organized are as follows:

1. To engage in advertising and development of Media between Companies and Individuals and to acquire, preserve, and coordinate information on markets, developing potentials, opportunities, resources, business, industries and their needs, and to provide facilities for trade and the exchange of products, services, ideas, and statistical business information between companies and individuals in and between communities and trade centers throughout the State of Idaho and other states and nations, when authorized by law.

2. To loan and borrow money and to buy, sell, own, hold, negotiate and hypothecate note, bills of exchange, debentures, mortgages, demands and other evidence of debt; to make, execute, acknowledge, and deliver all contracts, deeds, leases, conveyances, notes and mortgages, and other written instruments by this company deemed necessary.

3. To appoint and employ all agents, representatives, attorneys and other persons deemed necessary or convenient.

4. To contract, unite, or amalgamate with any party or corporation having objects partly or sholly similar to the foregoing objects or any of them.

5. To employ or invest any of its surplus funds or property for the purpose of creating a reserve fund and to distribute to its stockholders, prorata, any of its surplus or reserve when deemed available by its stockholders and according to law.

6. To manufacture, own, buy sell, deal in, and to export and import, conduct and carry on the business of manufacturing, buying, selling, importing and exporting goods, wares and merchandise of every class and description.

7. To purchase or otherwise acquire, so far as permitted by Law, the shole or any part of the undertaking and business of any person, firm or corporation engaged in a business of the same general character as that for which this corporation is orgainized, and the property and liabilities, including the goodwill, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly, in cash and partly in shares.

8. To the same extent as natural persons might do or would do, to purchase or otherwise acquire, and to hold, maintain, work, develop, sell lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds and any interest, estate and rights in real property and any person or mixed property and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

9. To acquire by purchase, subscription, or otherwise and to hold for incestment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or despose of stocks, bonds, or any obligations or securities of any corporation in such manner as may be provided by law.

10. To borrow money and to make and issue notes, bonds, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by Law, and to secure the same mortagage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and descriptions.

11. To conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any or its corporate powers and rights in the State of Idaho and the various states and territories of the United States, and in the District of Columbia, and in all of any foreign country or countries.

12. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein above set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, except as may be prohibited by Law.

13. Further, this corporation shall enjoy all the general powers granted by Law to this Corporation.

#### IV

The authorized capital stock of the corporation shall be One Hundred Thousand shares of common stock having a par value of one dollar each.

#### V

The corporation shall not commence business until consideration of the value of at least five hundred dollars has been received for the issuance of shares.

#### VI

The address of the initial registered office of the corporation shall be: 104 Sherman Dr., Coeur d' Alene, Idaho 83814. The registered officer at said address is Emmett F. Mulrine.

#### VII

The management of this corporation shall be vested in the Board of Directors and the number of Directors shall be not less than three and not more than five, and the number, qualifications, terms of office, manner of election, place and time of meeting, and powers and duties of the Directors shall be such as prescribed by the By-Laws of the corporation.

#### VIII

The authority to make By-Laws for the corporation is

hereby expressly vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such By-Laws. The Board of Directors shall not make or alter any By-Law fixing their qualification, classification, terms of office or compensation.

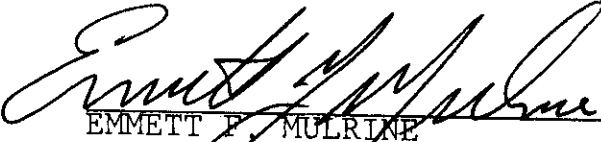
IX

The names and addresses of the person who are to serve as Directors until the first Annual meeting of the shareholders is as follows: EMMETT F. MULRINE, 104 Sherman Dr., Coeur D' Alene, Idaho, 83814;


KEITH R. KROETCH, Box 742, Coeur D' Alene, Idaho 83814;

ANDREW SALMON, 317 Symons Building, S. 7 Howard, Spokane, Washington. 99201

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 20 day of October, 1997.

  
EMMETT F. MULRINE


  
KEITH R. KROETCH

  
ANDREW SALMON

STATE OF WASHINGTON )  
COUNTY OF SPOKANE ) ss.

On this day personally appeared before me, ANDREW SALMON to me known to be the individual discribed in and who executed the within and foregoing instrument, and acknowledged the HE signed the same as HIS free and voluntary act and deed, for the uses and purposes therein mentioned.


SUBSCRIBED AND SWORN to before me this 20 day of October, 1997.

  
NOTARY PUBLIC IN and for the State of Washington, residing in Spokane.

STATE OF WASHINGTON )  
County of Spokane ) ss

On this day personally appeared before me EMMETT F. MULRINE, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that HE signed the same as HIS free and voluntary act and deed, for the uses and purposes therein mentioned.


SUBSCRIBED AND SWORN to before me this 20 day of October, 19 81.

  
NOTARY PUBLIC in and for the State  
of Washington, residing at Spokane

STATE OF WASHINGTON )  
County of Spokane ) ss

On this day personally appeared before me KEITH R. KROETCH, to me known to be the individual described in and who executed the within and foregoing instrument, and acknowledged that HE signed the same as HIS free and voluntary act and deed, for the uses and purposes therein mentioned.

SUBSCRIBED AND SWORN to before me this 10 day of September, 19 81.

  
NOTARY PUBLIC in and for the State  
of Washington, residing at Spokane