

# State of Idaho

## Department of State

### CERTIFICATE OF INCORPORATION OF

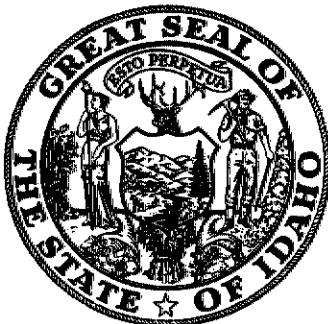
VERTICAL EARTH, LTD.

File number C 107285

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: August 10, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Ara Seipe*

RECEIVED  
SEC. OF STATE  
ARTICLES OF INCORPORATION  
94 AUG 10 AM 9 22  
OF  
VERTICAL EARTH, LTD.

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

FIRST: The name of the corporation is VERTICAL EARTH, LTD.

SECOND: The period of this corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the operating a retail bicycle shop and related business.

FOURTH: Provisions denying preemptive rights are: Pursuant to the By-Laws.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 shares of par value of \$1.00.

SIXTH: Provisions for the regulation of the internal affairs of the corporation: Pursuant to the By-Laws.

SEVENTH: The address of the initial registered office of the corporation is 1410 Cherrywood Drive, Coeur d'Alene, Idaho 83814.  
IDaho SECRETARY OF STATE  
19940810 0900 19983 2  
EX 11-0348 COST 20062  
CORP  
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83814 and the name of the registered agent at such address is MARK BEATTIE.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Beattie	1410 Cherrywood Drive, Coeur d'Alene, Idaho 83814

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Beattie	1410 Cherrywood Drive, Coeur d'Alene, Idaho 83814

DATED this 3rd day of August, 1994.

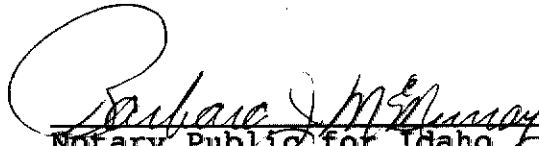
  
\_\_\_\_\_  
Mark Beattie

## 2. ARTICLES OF INCORPORATION

STATE OF IDAHO       )  
                              ss.  
County of Kootenai    )

On this 3rd day of August, 1994, before me, the undersigned Notary Public, personally appeared MARK BEATTIE known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

  
\_\_\_\_\_  
Notary Public for Idaho  
Residing at Coeur d'Alene  
My Commission expires: 8-27-98