

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

BLUEMOON HYPERMEDIA GROUP, INC.

File number C 115910

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: July 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. D. [Signature]*

ARTICLES OF INCORPORATION OF
BLUEMOON HYPERMEDIA GROUP, INC.

Jul 29 11 50 AM '96

The undersigned, desiring to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE ONE
NAME

The name of the corporation is BlueMoon HyperMedia Group, Inc.

ARTICLE TWO
PURPOSE

The purpose of the corporation and general nature of the business to be transacted, promoted and carried on by the corporation, and the objects and purposes for which the corporation is organized are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do and in any part of the world, including:

a. To promote, institute, enter into, conduct, perform, assist or participate in every kind of commercial, agricultural, mercantile, manufacturing, mining or industrial enterprise, business, work, contract, undertaking, venture and operation in any part of the world, and, for any such purpose, to purchase, lease and otherwise acquire, take over, hold, sell, liquidate and otherwise dispose of the real estate, crops, livestock, plants, equipment, inventory, merchandise, materials, stock, good will, rights, franchises, concessions, patents, trademarks and trade names and other properties of any individuals, corporations, associations, partnerships, firms, trustees, syndicated, ventures, combinations, organizations and other entities located in or organized under the laws of any part of the world; to continue, alter, exchange and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs, and to take over, as a going concern, and to continue in its own name, any business so acquired, all in accordance with and to the extent permitted by law.

b. To adopt, apply for, obtain, register, purchase, lease and otherwise acquire, and to maintain, protect, hold, control, use, own, exercise, exploit, operate, introduce, develop, pledge, sell, assign, grant licenses and other rights with respect to and otherwise dispose of, and generally deal in and with inventions, improvements, processes, copyrights, patents, applications for patents, licenses, trademarks, trade names, designs, labels, picturizations, distinctive marks and similar rights of any nature or kind, whether or not granted, registered or re-established by or under the laws of the United States or of any state thereof or of any other country or place.

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c. To pay for any property, securities, rights or interests acquired by this corporation in cash or other property, rights or interest held by this corporation, or by issuing and delivering in exchange therefore its own property, stock, shares, bonds, debentures, notes, warrants for stock, certificates of indebtedness or other obligations or securities howsoever evidenced.

d. In carrying on its business and for the purpose of furthering its objects and purposes, to enter into and perform agreements and contracts of any nature with any government, state, territory, district, municipality, political, or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination organization or entity whatsoever.

In general, to carry on any other business and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the Idaho Business Corporation Act, and any enlargement of such powers conferred upon corporations under said Act by subsequent legislative acts, and to do any and all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE THREE

DURATION

The period of the duration of this corporation is perpetual.

ARTICLE FOUR

REGISTERED OFFICE AND AGENT

The address of the corporation's registered office is 709 North 20th, Boise, Idaho 83702. The initial registered agent at such address is Steven G. Jackson.

ARTICLE FIVE

STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock with no per value.

ARTICLE SIX
RESTRICTION ON TRANSFER OF SHARES

No transfer of share ownership shall be valid without the corporation's consent to the proposed transfer.

ARTICLE SEVEN
DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors. The number of directors shall not be less than three except that during any period when all of the shares of the corporation are owned by either one or two shareholders, the number of directors may be less than three but not less than the number of shareholders. Subject to the foregoing, the number of directors shall be fixed from time to time by the bylaws, and the number may be altered as therein provided. However, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

At the first meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Any vacancy in the Board of Directors shall be filled in the manner provided in the bylaws.

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors, at any regular or special meeting, is expressly authorized:

- a. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- b. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.
- c. To appoint, by resolution of resolutions passed by a majority of the whole board, an executive committee and one or more other committees, each committee to consist of two or more directors of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be provided in such resolution or resolutions or in the bylaws. Such committees may be empowered to authorize the affixing of the corporate seal to documents and shall have such names as are designated by resolutions of the Board of Directors or the bylaws.

The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as may be designated in the bylaws. The officers shall be elected by the Board of Directors and shall serve for the term of one year or until their successors are elected and qualified.

The initial bylaws of the corporation shall be adopted by the shareholders. Thereafter, the bylaws except as otherwise provided by statute, may be adopted, amended or repealed either by the shareholders or by the Board of Directors.

The annual meeting of the shareholders shall be held at the time provided therefore in the bylaws. Special meetings of the shareholders may be called by the President, the Board of Directors, and by such other officers and persons as are provided in the bylaws.

ARTICLE EIGHT

INCORPORATORS AND DIRECTORS

The name and street address of each incorporator is:

Steven G. Jackson, 709 North 20th, Boise, Idaho 83702

The name and street address of each director is:

Steven G. Jackson, 709 North 20th, Boise, Idaho 83702

ARTICLE NINE

SUBCHAPTER S STATUS

The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act which will contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

ARTICLE TEN

DISSOLUTION

This Corporation may be dissolved at any time upon the affirmative vote of fifty (50%) of the outstanding shares.

IN WITNESS WHEREOF, I have hereunto set my hand this 29 day of July, 1996.


Steven G. Jackson