



CERTIFICATE OF INCORPORATION
OF

NATIONAL TRAFFIC SERVICES CORPORATION

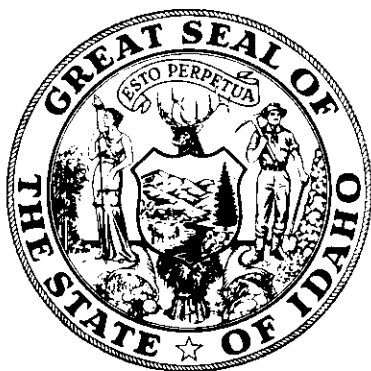
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

NATIONAL TRAFFIC SERVICES 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: *October 19, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

NATIONAL TRAFFIC SERVICES CORPORATION

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, being all residents of the United States of America and of the State of Idaho, and being of full age, do hereby organize to form a corporation for the purpose of operating a publishing company but not to be specifically restricted thereto, in accordance with and pursuant to the laws of the United States and the State of Idaho, and do hereby certify:

I. That the name of the Corporation shall be:

"NATIONAL TRAFFIC SERVICES CORPORATION"

II. This corporation is organized for the purpose of engaging in and conducting the following business:

(a) To carry on a general publishing and consulting business, that of publishing tariffs and schedules, and a general transportation consulting service, and to that end to buy, sell, deal in, and handle, both as principle and agent, publishing equipment, office equipment, storage equipment, and all other items of equipment and devices incident to said business of said corporation which shall be deemed to include the making, entering into, performance, and carrying out of contract for selling, setting up, and maintaining said machinery, supplies, and equipment; the entering into contracts of all kinds with individuals, corporations, partnerships, commissions, boards, and others related thereto; the carrying on of said business in the capacity of sellers, buyers, dealers and agents; the servicing of all machinery, supplies and equipment of all kinds connected therewith or related or incident thereto.

(b) To acquire the good will, rights, and property and franchises, licenses or permits, and to undertake and hold all or any part of the assets or liabilities of any person, firm, association, or corporation engaged in the business herein authorized, or incident thereto, to pay for the same in cash or stock of this company or bonds and to hold or in any manner to dispose of the whole or any part of the property or assets so acquired; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business and in connection therewith, to guarantee and assume the outstanding securities or obligations of said business.

(c) To purchase, lease, hire or otherwise acquire any lands, tene-

ments, warehouses, storehouses, plants, machinery, or other property, and to erect and construct any buildings, plant, machinery or things necessary or convenient for the carrying out of the purposes of the company.

(d) To borrow money for the purposes of this corporation; to issue bonds, notes and debentures, and other evidences of indebtedness therefor, and to secure the same by mortgage or pledge of personal property, including the income of said corporation, or by mortgage of real property, executed in trust or otherwise. All or any portion of the real or personal property of the corporation may be so pledged, mortgaged or hypothecated.

(e) To make, accept, endorse, and execute promissory notes, bills of exchange and other negotiable instruments.

(f) To exercise generally the powers customarily exercised by business corporations, and particularly the powers provided by the State of Idaho's laws, and any state of the United States.

(g) The foregoing clauses, by reason of the specific enumeration of powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

III. Duration of the existence of the corporation shall be perpetual.

IV. The location of the initial registered office, and the initial principal place of business shall be 1003 North 8th Street, Suite 200, Boise, Ada County, State of Idaho. The initial registered agent shall be Kevin M. Clark at 1003 North 8th Street, Suite 200, Boise, Ada, Idaho.

V. The capital stock of the company shall be in the amount of Fifty thousand dollars, (\$50,000.00), which shall consist of five thousand shares of common stock of a par value of ten dollars each.

VI. Each share of stock shall carry the right to one vote in the company for each said share. All shares shall have accumulative voting rights. For voting purposes, a majority in any case shall consist of a simple plurality of votes cast. A quorum for the meetings of both the shareholders and the directors shall consist of two-thirds of the directors, or the outstanding shares of stock.

VII. Any amendment to these articles may be made by a vote of the majority of the shareholders at a meeting called for such purposes, provided there is a quorum present at such meetings.

VIII. The capital stock of the corporation may be reduced by a vote of the majority of the shareholders at a meeting called for such purposes and provided there is a quorum present at such meeting.

IX. The meetings of the shareholders of this corporation shall be held within the territorial boundaries of the State of Idaho.

X. The number of the directors of the corporation shall be not less than three or more than twenty-one. The name and address of each shall be as follows:

NAME	ADDRESS
Kevin M. Clark	2607 Lancaster, #101 Boise, Idaho 83702
John H. Goslin	2111 Brittany, #203 Boise, Idaho 83702
Earl M. Clark	12633 Patrica Dr. Yuma, Arizona 85365
Francis C. Goslin	1011 N. Substation Road Emmett, Idaho 83617

XI. The directors of this corporation shall not have the power to amend the by-laws in any way which will broaden or restrict the powers of the Board of Directors as stipulated in the said by-laws.

XII. Subject to the provisions of paragraph eleven of these articles, the Board of Directors shall have the power to amend the by-laws of this corporation.

XIII. The directors of this corporation shall hold office for a term of one year. Said directors shall be elected each year at the annual meeting of the shareholders.

XIV. There shall be no pre-emptive rights allowed to any of the shareholders of this corporation.

XV. The name and post office of each of the incorporators and the number of shares of stock subscribed by each are as follows, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Kevin M. Clark	2607 Lancaster #101 Boise, Idaho 83702	2499
John H. Goslin	2111 Brittany #203 Boise, Idaho 83702	2499
Earl M. Clark	12633 Patrica Dr. Yuma, Arizona 85365	2

IN WITNESS WHEREFORE, we have made and signed these articles in
duplicate this day of , in the year one thousand nine
hundred and eighty-one.

John M. Clark


John A. Gustin

Earl M. Clark

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

On this *5th* day *October* of 1981, before me personally appeared KEVIN M. CLARK, JOHN H. GOSLIN, and EARL M. CLARK, known to me to be the persons whose names are subscribed to the foregoing Articles and acknowledged to me that they have 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.


Notary Public for Idaho
Residing at Boise

(S E A L)