

# State of Idaho

## Department of State.

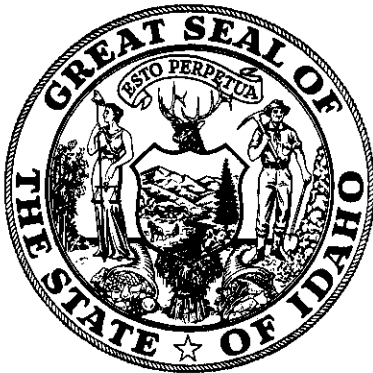
### CERTIFICATE OF INCORPORATION OF

U. S. CONSENSUS MAINSTREET AMERICA, 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 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: March 14, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

U. S. Consensus Mainstreet America, Inc.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural citizens of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, do hereby certify as follows:

ARTICLE I

The name of the Corporation shall be "U. S. Consensus Mainstreet America, Inc.".

ARTICLE II

The Corporation's purposes are:

1. To use a 900 number to market services, transmit data, communicate via letter, cards, etc., being instigated by phone line, but being promulgated by postal service.

2. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed of trust, hypothecate, encumber, transfer, assign and in all other

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alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water right., all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

3. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

6. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

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### ARTICLE III

The Corporation is to have perpetual existence.

### ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: U. S. Consensus Mainstreet America, Inc., A8 10th Street, Industrial Park, Ketchum, ID 83340.

That Jeffrey Allan Miller shall be the registered agent, whose address is A8 10th Street, Industrial Park, Ketchum, ID 83340.

### ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1,000,000 shares. The stock shall have no par value.

### ARTICLE VI

The name and post office address of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>Address</u>	<u>SHARES</u>
Jeffrey Allan Miller	A8 10th Street Ketchum, ID 83340	150,000
Richard Lee Walsworth	P. O. Box 126	150,000

The above named incorporators shall also be the initial Directors.

### ARTICLE VII

The Board of Directors shall consist of 2 Directors. During the term of their office, or thereafter, the number of

of the shares of the Corporation are owned beneficially or of record by one stockholder, in which case the number of Directors may be less than one but not less than the number of stockholders.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

Jeffrey Allan Miller

P.O. Box 2750 J.M.

~~As 10th Street, Industrial Park~~  
Ketchum, ID 83340

Richard Lee Walsworth

P. O. Box 1262-1248 R.W.  
Ketchum ID 83340

#### ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

#### ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

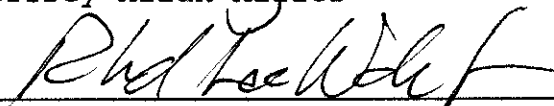
#### ARTICLE X

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capitol stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are

directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 12<sup>th</sup> day of March, 1991.

  
\_\_\_\_\_  
Jeffrey Allan Miller

  
\_\_\_\_\_  
Richard Lee Walsworth

STATE OF IDAHO )  
County of Blaine : ss.  
~~Twin Falls~~ )

I, Marla G Mink, a Notary Public, do hereby certify that on this 12<sup>th</sup> day of March, 1990, personally appeared Jeffrey Allan Miller, who, being by me first duly sworn, declared that he is the President of U. S. Consensus Mainstreet America, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Marla G. Mink  
Notary Public for State of Idaho  
Residing at Belleme  
My Commission Expires 12-1-94

STATE OF IDAHO )  
County of Blaine : ss.  
~~Twin Falls~~ )

On this 12<sup>th</sup> day of March, 1991, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard Lee Walsworth, known to me to be the person whose name is subscribed to the within 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 in this certificate first above written.

Marla G. Mink  
Notary Public for State of Idaho  
Residing at Belleme, ~~therein~~.  
Commission Expires: 12-1-94