

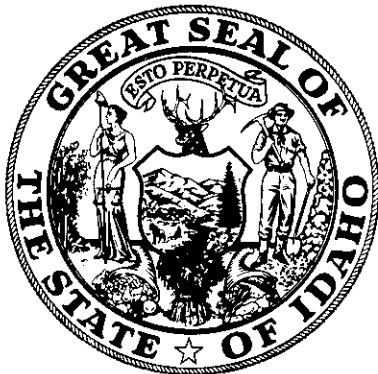
CERTIFICATE OF INCORPORATION
OF

RIM - ROCK PRODUCTIONS, 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 6, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Laura Schwan*

ARTICLES OF INCORPORATION
OF
RIM - ROCK PRODUCTIONS, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, OLIN R. MORGAN and BARBARA R. CULPEPPER, each of whom is a citizen of the United States of America and a resident of the State of Washington, and DAVID RAY MORGAN, who is a citizen of the United States of America and a resident of the State of Idaho, have associated themselves together for the purpose of forming a corporation under the laws of the State of Idaho, and in pursuance thereof do hereby sign and acknowledge and following Articles of Incorporation, in triplicate originals, and State as follows:

ARTICLE 1.

The name of the corporation shall be RIM - ROCK PRODUCTIONS, INC.

ARTICLE 11.

The general nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted and carried on by it, are as follows:

To transact the business of advertising, promoting, and developing musical and other entertainment shows, groups and individuals, for hire, upon commissions or other wise, by and through the means of preparing, designing, circulating, distributing all types of advertising.

To act as booking agents and promotional agents for such shows, groups and individuals and to prepare, produce and supervise the preparation and production of records, tapes, and motion picture films.

To the same extent as natural persons might or could 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 personal or mixed property, and any franchises, rights, business or privileges necessary, convenient and appropriate for any of the purposes herein expressed.

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

To borrow money, and to make and issue notes, bonds debentures, 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 statute, and to accure the same by mortgage, pledge or otherwise, and generally to make and preform agreements and contracts of every kind and description.

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 furtherence of any of the powers hereinabove 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: Provided, the same be not inconsistent with the laws under this corporation is organized.

ARTICLE 111.

The corporation is to have perpetual existence.

ARTICLE IV.

The registered office of the corporation is to be located at 928 10th Avenue Apt 2 P.O. Box 1599, Lewiston, Idaho, and the registered agent is Olin R. Morgan, 928 10th Avenue, Apt 2, P.O. Box 1599, Lewiston, Idaho 83501.

ARTICLE V.

The authorized capital stock of the corporation shall be One Hundred Thousand Dollars (\$100,000.00), consisting of One Thousand Shares (1,000) of common stock having a par value of One Hundred Dollars (\$100.00) each.

ARTICLE VI.

The amount of paid-in capital with which this corporation will begin business is the sum of One Thousand Dollars (\$1,000).

ARTICLE VII.

The management of this corporation shall be vested in a Board of Directors; the number of directors shall not be less than three (3) nor more than nine (9); and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of the directors shall be such as are prescribed by the By-Laws of the corporation.

ARTICLE 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-Laws fixing their qualifications, classifications, terms of office or compensation.

ARTICLE IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in there Articles of Incorporation in

the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

ARTICLE X.

The names and post office addresses of the directors who shall first manage the affairs of the corporation until the 1st day of January, 1986, are as follows:

Olin R. Morgan, 830 7th Street, Clarkston, Washington 99403
Barbara R. Culpepper, 830 7th Street, Clarkston, Washington 99403
David Ray Morgan, 928 10th Avenue, Apt 2, Lewiston, Idaho 83501

ARTICLE XI.

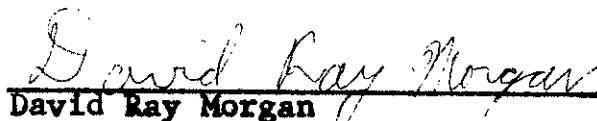
The name and post office address of each of the incorporators of the corporation and the number of shares subscribed by each is as follows:

Olin R. Morgan 830 7th Street Clarkston, Washington 99403	98 Shares
Barbara R. Culpepper 830 7th Street Clarkston, Washington 99403	1 Shares
David Ray Morgan 928 10th Avenue Lewiston, Idaho 83501	1 Shares

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 28th day of February, 1985.


Olin R. Morgan

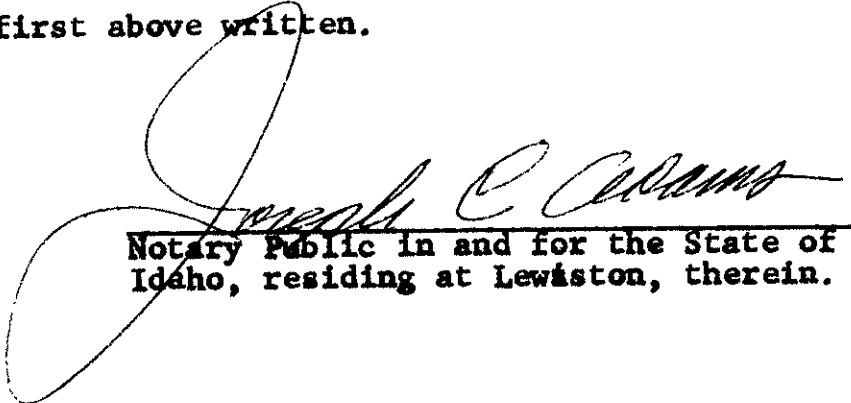

Barbara R. Culpepper


David Ray Morgan

STATE OF I D A H O)
 : ss.
County of Nez Perce)

This is to certify that on this 28TH day of February, 1985, there appeared personally before me, OLIN R. MORGAN, BARBARA R. CULPEPPER and DAVID RAY MORGAN, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation, and they and each of them did acknowledge and declare to me that they executed the same freely and voluntarily for the uses and purposes therein mentioned.

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



Notary Public in and for the State of
Idaho, residing at Lewiston, therein.