

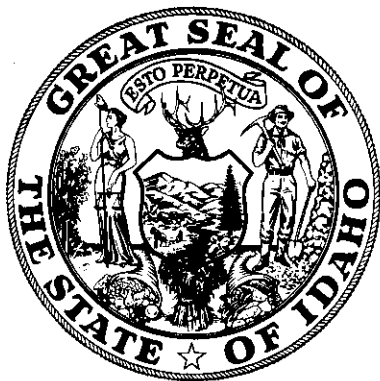
CERTIFICATE OF INCORPORATION
OF

JPD ASSOCIATES 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: June 27, 1986



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

RECEIVED
SEC. OF STATE
86 JUN 27 1986 8 56

ARTICLES OF INCORPORATION
OF
JPD ASSOCIATES INC

KNOW ALL PEOPLE BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves together for the purpose of forming a profit corporation under and pursuant to Section 30-1-1 et. seq. of the Idaho Business Corporation Act, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be JPD ASSOCIATES INC

ARTICLE II

The street address of the initial registered office of the corporation shall be 111 North Second Street, Johnston Building, Suite 303, Coeur d'Alene, Idaho 83814. The name of the initial registered agent of the corporation shall be James Pierce Day.

ARTICLE III

The nature of the business, or objects or purposes to be transacted, promoted or carried on are as follows:

- 1) To provide research, consulting & marketing services in the U.S. and abroad.
- 2) To engage in any and all aspects of the publishing trade.
- 3) To transact any and all lawful business activities for which corporations may be incorporated under this act.

ARTICLE IV

The capital stock of this corporation shall be as follows:

- 1) The aggregate number of shares which the corporation shall have authority to issue is one million [1,000,000].
- 2) Such shares are to consist of one class only [common] and shall have a par value of ten cents [\$.10] for each of such shares.
- 3) Each outstanding share shall be entitled to one vote. Cumulative voting is not allowed.
- 4) Shares are restricted and ownership may only be transfered back to the corporation.
- 5) Capital stock may be issued by the corporation from time to time for such consideration, including [without limitation] labor, services, money or property, as may be fixed by resolution of the Board of Directors from time to time.

ARTICLE V

The governing body of this corporation shall be known as the board of directors and the number of directors shall be not less then three. The names and addresses of the first directors, who will manage the affairs of the corporation from the time of its

organization until their successors are elected and qualified at the first annual meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James P. Day	1124 N. 7th Street Coeur d'Alene, Idaho 83843
Robert B. Day	2757 Green Leaf Circle Denton, Texas 76201
K. R. Morris	200 Viewcrest #3 Hoquiam, Wa 98550
Greg Nelson	7655 Sunnyside Rd. Salem, OR 97306

ARTICLE VI

The names and post offices addresses of each of the incorporators signing the articles of incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James P. Day	1124 N. 7th Street Coeur d'Alene, Idaho 83843
Robert B. Day	2757 Green Leaf Circle Denton, Texas 76201
K. R. Morris	200 Viewcrest #3 Hoquiam, Wa 98550
Greg Nelson	7655 Sunnyside Rd. Salem, OR 97306

ARTICLE VII

The term of existence of the corporation shall be perpetual.

ARTICLE VIII

The private property of the shareholders, directors, officers, agents, staff and associates of this corporation shall be forever exempt from corporate debts, liabilities and obligations.

ARTICLE IX

Upon dissolution or final liquidation of the corporations, and following the fulfillment of all debts and obligations, any surplus free assets shall be distributed to shareholders on a basis proportional to each shareholder's ownership in the corporation as represented by valid instruments evidencing ownership rights.

ARTICLE X

The capital stock, after the amount of the subscription price, or par value, has been paid in shall not be subject to assesment to pay the debts of the Corporation.

ARTICLE XI

The authority to make by-laws and to repeal and amend the same is vested in the Board of Directors, subject to the power of the shareholders [one share equals one vote] to change or repeal the same: provided however that the Board of Directors shall not make or alter any by-laws fixing their numbers, qualifications, classifications, terms of office or compensation.

Board of Directors, subject to the power of the shareholders, is authorized to fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

When and as authorized by the affirmative vote of shareholders holding stock entitling them to exercise at least a majority of the voting power given at a stockholder's meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors, subject to any pertinent articles of the by-laws, shall have power and authority at any meeting, or combination of meetings, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.

ARTICLE XII

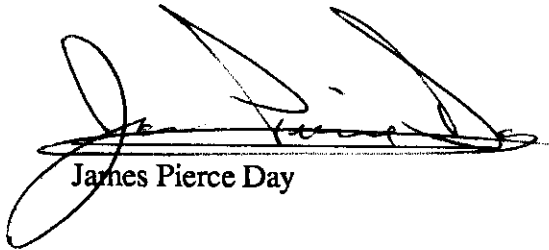
Meetings of shareholders may be held outside the State of Idaho, if the by-laws so provide. The books of the Corporation may be kept [subject to any provision contained in the statutes] outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or the by-laws of the Corporation.

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF,

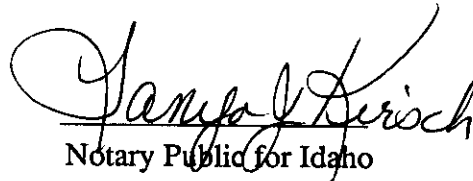
for the purpose of forming this corporation, under the laws of the State of Idaho, we, the undersigned incorporators, of this corporation, execute and file in duplicate with the Secretary of State these Articles of Incorporation this 30 day of June 1986.



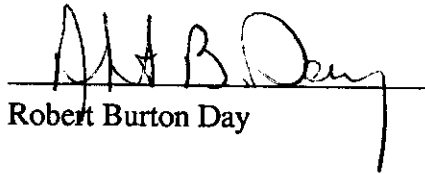
James Pierce Day

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 23 day of JUNE, 1986, before me the undersigned, a Notary Public for Idaho, personally appeared James P. Day, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

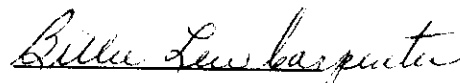


Notary Public for Idaho


Robert Burton Day

STATE OF TEXAS)
) ss.
COUNTY OF DENTON)

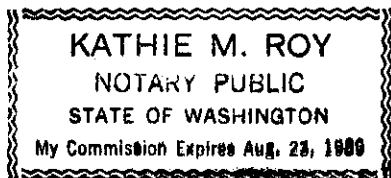
On this 18 day of June 1986, before me the undersigned, a Notary Public for Texas, personally appeared Robert B. Day, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Texas

Kenneth R. Morris
Kenneth R. Morris

STATE OF WASHINGTON)
)ss.
COUNTY OF GRAYS HARBOR)

On this 16th day of June, 1986, before me the undersigned, a Notary Public for Washington, personally appeared Kenneth R. Morris, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Kathie M. Gray
Notary Public for Washington

Gregory Nelson
Gregory Nelson

STATE OF OREGON)
) ss.
COUNTY OF MARION)

On this 16 day of June 1986, before me the undersigned, a Notary Public for Oregon, personally appeared Gregory Nelson, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same. IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Bruce A. Mayer
Notary Public for Oregon
2-25-88