

State of Idaho

Department of State

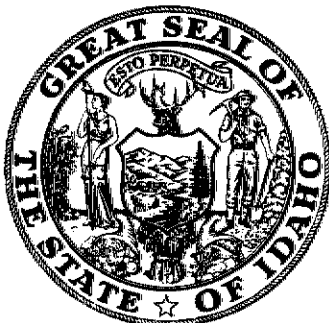
CERTIFICATE OF INCORPORATION OF

THE NIELSEN GROUP, INC.
File number C 114087

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 11, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

Anna Seibel

ARTICLES OF INCORPORATION

OF

THE NIELSEN GROUP, INC.

SECRETARY OF STATE
STATE OF IDAHO

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IDAHO SECRETARY OF STATE
DATE 03/11/1996 0900 44407

CX #: 10390 CUST# 1626
CORP
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EXPEDITE C 1@ 20.00= 20.00

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KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, being a natural person of full age and a citizen of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, including the Idaho Business Corporation Act (the "Act"), and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST - NAME:

The name of the corporation is THE NIELSEN GROUP, INC.

SECOND - DURATION:

The corporation is to have perpetual existence.

THIRD - PURPOSE AND POWERS:

The purpose for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Act (Idaho Code Section 30-1-3). The corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6, as amended and supplemented.

FOURTH - SHARES:

The authorized amount of capital of this corporation shall be, and is, 100,000 shares of stock with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$100,000, which such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or

obligations convertible into stock issued by the corporation shall be offered first to the stockholders of the corporation.

SIXTH - INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the corporation and its registered agent is as follows:

Physical Address

Registered Office:	Givens Pursley & Huntley, LLP Park Place, Suite 200 277 North 6th Street Boise, Idaho 83702
Registered Agent:	Christopher J. Beeson

SEVENTH - DIRECTOR(S):

The number of Directors of the corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of Directors shall be two (2), who shall serve until such Directors' successors are hereafter elected and qualified, and who shall be:

<u>Directors' Names</u>	<u>Address</u>
Steven J. Nielsen	698 E. Gentlewind Ct. Boise, Idaho 83706
Toni L. Nielsen	698 E. Gentlewind Ct. Boise, Idaho 83706

EIGHTH - INCORPORATOR:

The name and post office address of the incorporator is as follows:

Incorporator's Name

Address

Christopher J. Beeson

Givens Pursley & Huntley, LLP
277 North 6th Street, Suite 200
Boise, Idaho 83702

NINTH - OTHER PROVISIONS:

9.1 Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between 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 another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2 Shareholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 8th day of March, 1996.



Christopher J. Beeson
Incorporator