



CERTIFICATE OF INCORPORATION
OF

BACKSTREET MEDIA, 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: January 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *[Signature]*

ARTICLES OF INCORPORATION

OF
BACKSTREET MEDIA, INC.

ROLAND B. WOOLSEY, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act hereby certifies and adopts in duplicate the following Articles of Incorporation:

ARTICLE I.

Name and Period of Duration

The name of this corporation shall be "BACKSTREET MEDIA, INC." and its existence shall be perpetual.

ARTICLE II.

Purpose

The purpose and objects of this corporation are as follows:

First: To engage in the business of producing, distributing and selling of printed and graphics material of general and special interest and any other business, and to do any and all things necessary, suitable, convenient and proper for, or in connection with, or incidental to, the accomplishment of any object or purpose designed directly or indirectly to promote the interests of the corporation or enhance the value of any of its assets; in general to carry on and undertake any lawful business, either within or without the United States of America, which may from time to time appear to the directors of the corporation capable of being carried on conveniently in connection with such objects and purposes.

Second: To have and exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations.

ARTICLE III.

Mailing Address

The mailing address of the corporation shall be 11039 118th Place Ne, Kirkland, WA 98033.

ARTICLE IV.

Registered Office and Agent

The location and post office address of the initial registered office of the corporation in this state shall be 131 W 4th Clubhouse Plaza Bsmt Ste, Ketchum, ID 83340 and the initial registered agent of the corporation shall be KEVIN HALL.

ARTICLE V.

Capital Stock

The total number of shares of stock authorized and which may be issued by this corporation is fifty thousand (50,000) shares, all of which shall be common shares of the same class and having a par value of One Dollar (\$1.00) per share.

All of said common stock may be issued from time to time for such consideration in property, labor, services, money or profits of any kind as shall be fixed by the Board of Directors, and each share when issued shall be fully paid and forever non-assessable.

The holders of shares of the corporation shall have preemptive rights to subscribe or purchase from the corporation any shares authorized but unissued, or any newly authorized shares.

ARTICLE VI.

Officers and Directors

The number of directors of the corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws as therein provided.

No contract or other transaction between the corporation and any other corporation and no acts of the corporation shall be in any way affected or invalidated by the fact that any of the directors or officers of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other 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 he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director 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 transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

Any contract, transaction or act of the corporation or of the directors of any committee which shall be ratified by a majority of a quorum of the stockholders of the corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the corporation.

The corporation agrees to indemnify and save harmless any and all officers or directors of the corporation against any and all liabilities, judgments, sums of money and expenses (including herein any and all amount or amounts paid in settlement) reasonably incurred by them or any of them in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether in law, equity or otherwise, to which they or any of them may be a party, or may be threatened by reason of being or having been an officer or director of the corporation, or by reason of serving or having served at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent permitted by the Idaho Business Corporation Act.

The name and post office address of the first director of the corporation who shall hold office until the first annual meeting of shareholders or until his successor shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Roland B. Woolsey	11039 118th Pl Ne Kirkland, Wa 98033

ARTICLE VI.

Incorporator

The name and post office address of the incorporator are
ROLAND B. WOOLSEY, 11039 118th Place Ne, Kirkland, WA 98033

ARTICLE VIII.

Stockholders' Meeting

The annual meeting of stockholders of this corporation shall be fixed by the Bylaws and may be changed from time to time by amending the Bylaws as therein provided.

ARTICLE IX.

Bylaws

The authority to make, alter and repeal the Bylaws of the corporation is hereby expressly vested in its Board of Directors, subject to the power of the stockholders of the corporation to change or repeal such Bylaws.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand on January 21, 1987.

Roland B. Woolsey
ROLAND. B. WOOLSEY