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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

POWERS LIVESTOCK & ENTERTAINMENT, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is POWERS LIVESTOCK & ENTERTAINMENT, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

a. To own and manage a motion picture theater business.

b. To purchase or in anywise acquire for investment or for sale, or otherwise, lands, contracts for the purchase or sale of lands, building improvements, and any other real property of any kind or tenure, or any interest therein, and any property, works, or undertakings connected with the use or development of property, works or undertakings of the company, within the State of Idaho, and within any other state or territory of the United States, and as the consideration for the same to pay cash, or to issue the capital stock, debenture bonds, mortgage bonds or other obligations of the company, and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company;

c. To borrow or raise money without limit as to amount; to sell, grant security interest in, pledge, and otherwise dispose of and realize upon book accounts and other choices in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects or purposes of the corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interest in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon

IDAHO SECRETARY OF STATE
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such terms as the Board of Directors may from time to time determine to sell, exchange, pledge, offer for discount, or otherwise dispose of any and all such bonds, debentures, notes or other obligations;

d. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares; all of such shares shall be without par value.

FIFTH: The address of the initial registered office of the corporation is 650 W. 8th South, Mountain Home, Idaho 83647, and the name of its initial registered agent at such address is Lisa Powers.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

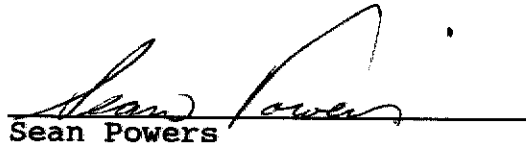
<u>NAME</u>	<u>ADDRESS</u>
Lisa Powers	Route 1, Box 260 Glenns Ferry, ID 83623
Sean Powers	Route 1, Box 260 Glenns Ferry, ID 83623

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Lisa Powers	Route 1, Box 260 Glenns Ferry, ID 83623
Sean Powers	Route 1, Box 260 Glenns Ferry, ID 83623

DATED This 24th day of September, 1997.


Lisa Powers


Sean Powers

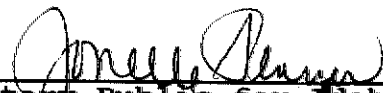
STATE OF IDAHO)

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County of Blaine

On this 24th day of September, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared LISA POWERS and SEAN POWERS, 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 WHEREOF, I have hereunto set my hand and seal the day and year first above written.


Notary Public for Idaho
Residing at Bliss Ferry, Idaho
Commission Expires: 10/25/98