



CERTIFICATE OF INCORPORATION
OF

MEXICAN PRODUCTS DIRECT, CORP.

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: August 21, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Ernest M. Garcia*

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ARTICLES OF INCORPORATION

OF

MEXICAN PRODUCTS DIRECT, CORP.

The undersigned, acting as incorporators under the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

1. NAME. The name of the corporation is: MEXICAN PRODUCTS DIRECT, CORP.

2. DURATION. The period of its duration is perpetual.

3. PURPOSES. The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. STOCK. The corporation shall have the authority to issue 100,000 shares of capital stock, all of one (1) class, ONE DOLLAR (\$1.00) par value.

5. ADDRESS. The address of the initial registered office of the corporation is:

Post Office Address: P O Box 162
Ketchum, ID 83340

Street Address: 220 Aspen Lane
Ketchum, ID 83340

The name of the initial registered agent of the corporation at the above address is: James B. Osburn.

6. INITIAL DIRECTOR. The number of directors constituting the initial Board of Directors is two (2), whose names and addresses are:

James B. Osburn
P O Box 162
Ketchum, ID 83340

Tony L. Ballard
P O Box 4652
Ketchum, ID 83340

7. INCORPORATORS. The names and addresses of the incorporators are:

James B. Osburn
P O Box 162
Ketchum, ID 83340

Tony L. Ballard
P O Box 4652
Ketchum, ID 83340

IN WITNESS WHEREOF, we have hereunto set our hands this
_____ day of August, 1991.


James B. Osburn


Tony L. Ballard

STATE OF IDAHO)
County of Blaine) ss.

On this 20 day of August, 1991, before me, a Notary Public in and for said State, personally appeared JAMES B. OSBURN and TONY L. BALLARD, known 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 affixed my official seal the day and year in this certificate above written.

(Seal)


NOTARY PUBLIC FOR IDAHO

Residence: Hailey ID

Commission expires: 12-18-94

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