



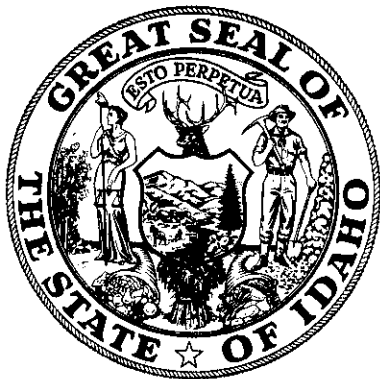
CERTIFICATE OF INCORPORATION
OF

TEACHER DESIGNED PRODUCTS, 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: July 8, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Larry J. Clark*

ARTICLES OF INCORPORATION
OF
TEACHER DESIGNED PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is TEACHER DESIGNED PRODUCTS, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 25000. Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is 1218 Sherman Avenue, Coeur d' Alene, Idaho 83814.

The name of the corporation's initial registered agent at such address is John Collins.

EIGHTH

The number of directors constituting the initial Board of Directors is 3.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

BRIAN BAUM
751 W. Hayden Avenue
Hayden Lake, Idaho 83835
President

JOHN COLLINS
10565 Reed Road
Hayden Lake, Idaho 83838
Vice-President

JIM HAMILTON
12030 Emerald Drive
Hayden Lake, Idaho 83835
Secretary/Treasurer

NINTH

The names and addresses of all incorporators are:

BRIAN BAUM
751 W. Hayden Avenue
Hayden Lake, Idaho 83835

JOHN COLLINS
10565 Reed Road
Hayden Lake, Idaho 83835

JIM HAMILTON
12030 Emerald Drive
Hayden Lake, Idaho 83835

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 24 day of June, 1985.



President



Vice-President



Secretary/Treasurer

STATE OF IDAHO

County of Kootenai

) ss.
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)
)

On this 24 day of June, 1985,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared BRIAN BAUM, JOHN COLLINS,
JIM HAMILTON known to me to be the persons whose names are
subscribed to the within and foregoing instrument, and acknowl-
edged to me that they executed the same, and that they were
persons of lawful age and citizens of the United States of
America.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.

Dana Krasig
Notary Public for Idaho
Residing at Hayden Lake
Commission expires Sept 1991