



Department of State.

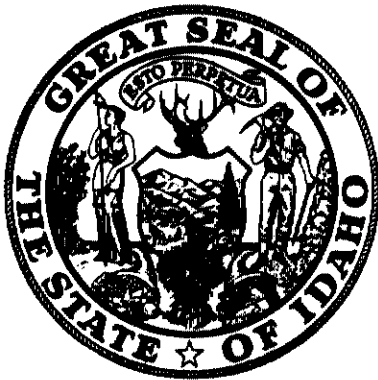
**CERTIFICATE OF INCORPORATION
OF**

MONTANA GROUP, 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: August 12, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Ezra M. Zabala*

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ARTICLES OF INCORPORATION
OF
MONTANA GROUP, INC.

The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Idaho Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is MONTANA GROUP, INC.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose of the corporation is to transact any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act. The Corporation shall have, in furtherance of the corporate purpose, all of the powers conferred upon corporations organized under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000), all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The address of the initial registered office of the corporation in the State of Idaho is 340 Second Street, Ketchum, Idaho 83340; and the name of the initial registered agent of the corporation at such address is Nan Grable Emerick.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is four (4).

The name and address of each of the persons who are to serve as directors of the corporation until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Valerie Belsky	2686 Basel Lane Los Angeles, CA 90077
John Briley	2686 Basel Lane Los Angeles, CA 90077

Frank Konigsberg

1930 Century Park West
Suite 400
Los Angeles, CA 90067

Larry Sanitsky

1930 Century Park West
Suite 400
Los Angeles, CA 90067

SEVENTH: The name and address of the incorporator are as follows:

Rita M. Koski

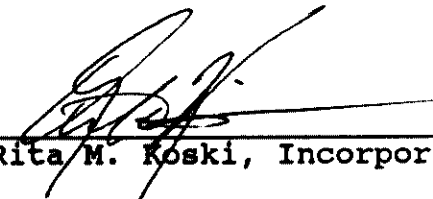
c/o Gipson Hoffman &
Pancione
1901 Avenue of the Stars
Suite 1100
Los Angeles, CA 90067

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same shall be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw or resolution adopted by the shareholders entitled to vote thereon after notice, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The personal liability of the directors of the corporation is eliminated to the fullest extent permitted by the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented.

TENTH: These Articles of Incorporation shall upon the filing thereof by the Secretary of State of the State of Idaho constitute an acceptance in binding form of the provisions of the Constitution of the State of Idaho by the corporation.

Signed on August 8, 1991



Rita M. Koski, Incorporator