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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

THE ZOO, INC.

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

FIRST: The name of the corporation is THE ZOO, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is to carry on all lawful business, as provided by the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares with no par value.

FIFTH: Provisions denying preemptive rights are: NONE

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: NONE

SEVENTH: The address of the initial registered office of the corporation is 609 17th Street, Rupert, Idaho 83350, and the name of its initial registered agent at such address is Valerie Hanks.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Valerie Hanks	609 17 th Street Rupert, ID 83350
Korrie Reed	1410 "A" Street Rupert, ID 83350

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NINTH: The name and address of each incorporator and initial share(s) of stock issued are:

<u>Name</u>	<u>Address</u>	<u>Share</u>
Valerie Hanks	609 17 th Street Rupert, ID 83350	50%
Korrie Reed	1410 "A" Street Rupert, ID 83350	50%

DATED this 8th day of April, 2002.

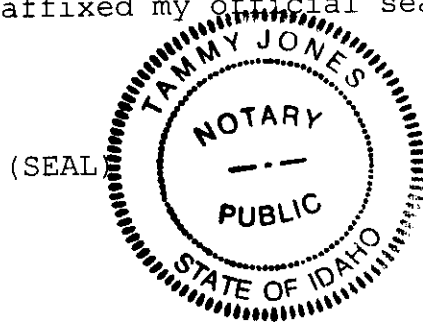
Valerie Hanks
VALERIE HANKS

KReed
KORRIE REED

STATE OF IDAHO)
) ss.
County of Minidoka.)

On this 8th day of April, in the year of 2002, before me the undersigned notary public in and for said state, personally appeared VALERIE HANKS and KORRIE REED, known or identified 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 affixed my official seal the day and year first above written.



Tammy Jones
Notary Public
Residing at Rupert
My Commission expires 11-4-2005