

103164

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

METCALF MODELING & TALENT AGENCY, 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 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE
By *W. Seibel*

ARTICLES OF INCORPORATION^{10 57 AM '93}
OF
METCALF MODELING & TALENT AGENCY^{STATE}

THE UNDERSIGNED, acting as incorporator 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 Metcalf Modeling & Talent Agency, Inc.

SECOND

The period of its duration is perpetual.

THIRD

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

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 25,000, with a par value of \$10.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible unto such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are:
none.

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CK #:	3352	CUST#	1
CORP	100.00	100.00	

SEVENTH

The location of the initial registered office of the corporation is 1851 Century Way #3, Boise, Idaho 83709 and the name of the initial registered agent is Derek Metcalf.

EIGHTH

The number of directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

Derek Christian Metcalf	1851 Century Way #3 Boise, ID 83709
Bonnie Jean Metcalf	1851 Century Way #3 Boise, ID 83709

NINTH

The name and address of the incorporator is as follows:

**Sandra Wallace
2102 Middlefield
Boise, ID 83704**

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator hereunto sets his hand and seal this Second day of August, 1993.

