



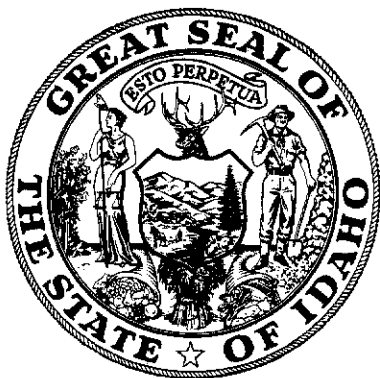
CERTIFICATE OF INCORPORATION
OF

WAKE UP AMERICA CORPORATION

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: February 2, 1987



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES ON INCORPORATION

OF

WAKE UP AMERICA CORPORATION

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SECRETARY OF
STATE

The undersigned, a citizen of the United States and resident of the State of Idaho, and of legal age, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be WAKE UP AMERICA CORPORATION.

ARTICLE II

The duration of the corporation shall be perpetual. The location and address of the registered office in the State of Idaho shall be 412 East 41st Street, P.O. Box 9444, Boise, Ada County, Idaho 83707. The registered agent is Gary A. Bills.

ARTICLE III

The aggregate number of shares which the corporation shall have the authority to issue is 100,000 shares of Common Stock of the per value of \$1.00 per share. All of the Stock shall have the same powers and voting rights and shall be nonassessable for any purpose whatsoever.

ARTICLE IV

The number of directors constituting the initial board of directors is one (1) and the name of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified (unless he resigns or is removed) is:

<u>NAME</u>	<u>ADDRESS</u>
Gary A. Bills	412 East 41st Street, P.O. Box 9444 Boise, Idaho 83707

ARTICLE V

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

ARTICLE VI

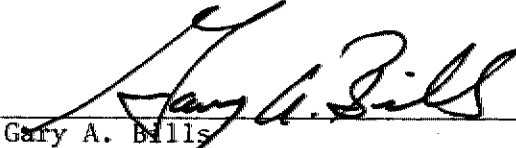
The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

ARTICLE VII

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary A. Bills	412 East 41st Street, P.O. Box 9444 Boise, Idaho 83707

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and caused this instrument to be excuted in triplicate this 2nd day of February, 1987 at Boise, Ada County, Idaho.




Gary A. Bills

STATE OF IDAHO)
) SS.
County of Ada)

On this 2nd day of February, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared Gary A. Bills known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he willfully excuted the foregoing.

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



Notary Public for the State of Idaho
Residing at Boise, Idaho