

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

I.M.G. HOLDINGS, 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 I.M.G. HOLDINGS, INC.

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 30, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

I.M.G. HOLDINGS, INC.

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SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be I.M.G. Holdings, Inc.

II

The corporation shall exist in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 5255 Overland Road, Boise, Idaho 83705, and the name of the initial registered agent at that address shall be Garry L. Gilman.

IV

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

V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be three (3). The number of directors of the corporation shall be fixed from time to time by or in the manner provided in the bylaws, but the number thereof shall never be less than one (1). The term of each directorship shall be one year.

Directors need not be residents of the state of Idaho or shareholders of the corporation.

The names and addresses of the persons to serve as directors until their term of office expires, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Richard W. Hokin	25 Shipway Road Darien, Connecticut 06820
J. Richard Jordan	4110 Hillcrest Drive Boise, Idaho 83705
James M. Kelly	510 Old Saybrook Boise, Idaho 83706

VI

The aggregate number of shares the corporation is authorized to issue, the classes of stock so authorized and the preferences, limitations and relative rights in respect to such shares of each class are as follows:

(1) 500,000 shares of common stock, without the par value. Each outstanding share shall be entitled to vote one vote on each matter submitted to a vote at a meeting of shareholders. Votes may not be accumulated.

(2) 200,000 shares of preferred stock, without par value, each such share representing a right to participate in dividends as may be declared by the board of directors from time to time. No holder of preferred stock shall be entitled to voting privileges by virtue of holding such preferred stock.

(3) No holder of the stock of any class of the corporation shall have a preemptive right to acquire unissued or treasury or securities convertible into such shares or carrying a right to subscribe to acquire shares.

(4) The shares of any preferred class of stock may be divided into and issued in series. The board of directors shall have the authority to divide any or all of such classes into series and, within the limitations of Idaho Code Section 30-1-16 as amended from time to time, fix and determine the relative rights and preferences of the shares of any series so established. In order to establish a series, the board of directors shall adopt a resolution setting forth the designation of the series and fixing and determining the relative rights and preferences thereof, or so much thereof as shall not be fixed and determined by these Articles of Incorporation. Prior to the issue of any shares of a

series established by a resolution adopted by the board of directors, the corporation shall file in the office of the Secretary of State a statement setting forth: (a) the name of the corporation; (b) a copy of the resolution establishing and designating the series, and fixing and determining the relative rights and preferences thereof; (c) the date of adoption of such resolution; and (d) that such resolution was adopted by the board of directors. Such statement shall be executed in duplicate by the corporation by its president or a vice president and by its secretary or an assistant secretary, and verified by one (1) of the officers signing such statement, and shall be delivered to the Secretary of State. Upon the filing of such statement by the Secretary of State, the resolution establishing and designating the series and fixing and determining the relative rights and preferences thereof shall become effective and shall constitute an amendment of the Articles of Incorporation.

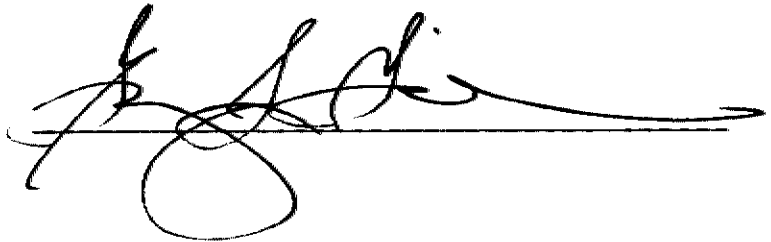
(5) Each class of preferred stock shall be entitled to preference over shares of the common stock in the event of any voluntary or involuntary liquidation or dissolution of the corporation (the "Liquidation Preference"). The Liquidation Preference shall be in an amount equal to the paid-in capital represented by or attributable to each share of such preferred class.

VII

The name and address of the incorporators is as follows:

<u>Name</u>	<u>Address</u>
Garry L. Gilman	5255 Overland Road Boise, Idaho 83705

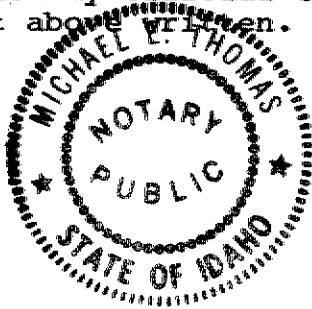
IN WITNESS WHEREOF, I have hereunto set my hand this
30th day of August, 1984.



STATE OF IDAHO)
) ss.
County of)

On this 30th day of August, 1984, before me, a notary public in and for said county and state, personally appeared Garry L. Gilman, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Michael E. Thomas

NOTARY PUBLIC for Idaho
Residing at Boise, Idaho