

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

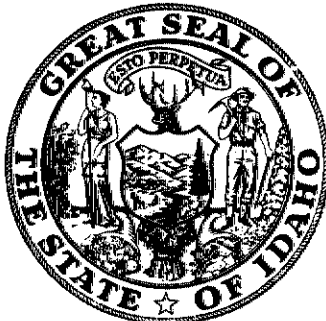
ARK SALES ASSOCIATES, INC.

File number C 109735

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: March 10, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sikel*

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ARTICLES OF INCORPORATION
OF
ARK SALES ASSOCIATES, INC.

The undersigned natural person, over the age of eighteen years, is the incorporator of the corporation hereby organized and incorporated under the Business Corporation Laws of the State of Idaho, and certifies that:

ARTICLE I

NAME

The name of the corporation is, ARK Sales Associates, Inc.

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES CLAUSE

The purposes for which the corporation is formed are these:

A. The corporation is hereby organized and chartered solely for the purposes of performing the functions and conducting the activities contemplated under the Small Business Act of 1958, as amended, and it shall have all powers and responsibilities conferred or imposed by the Small Business Act of 1958. as amended, and the regulations issued thereunder; and,

B. (1) To do a general business as commission merchant, selling agent, and factor under del credere commission in the manner and to the same extent as natural persons could do; to carry

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on any and all business as manufacturers, producers, merchants, wholesaler and retail, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, repair, buy sell, and otherwise deal in any materials, articles, or things within the United States; to make and enter into all kinds of contracts, agreements, and obligations by or with any person or persons, corporation, or corporations, for the purchasing, acquiring, holding, manufacturing, and selling or otherwise disposing of, either as principal or agent, upon commission or otherwise, all goods, wares, and merchandise within the United States; to carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by merchants, commission men, factors, importers, and manufacturer's agents and exporters, and in the course of such business to draw, accept, indorse, acquire, and sell all or any negotiable or transferable instruments and securities; and to make and enter into all kinds of contracts, agreements and obligations by or with any person requiring, manufacturing, repairing, and selling, and dealing in any articles of goods, wares, or merchandise; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business.

(2) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or

otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lent, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificated, debentures, mortgages, notes, commercial paper, and other obligations and evidenced of interest in or indebtedness of any person, firm or corporation, foreign or domestic or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, privileges, immunities of individual owners or holders thereof.

(3) To hire and employ agents, servants, employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(4) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make,

perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(5) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly to improve the interests of this corporation, and to all things specified in the Small Business Investment Act of 1958, as amended, and to have and exercise all powers conferred by the laws of the State of Idaho on corporations formed under the law pursuant to which and under which this corporation is formed, as amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in

addition to and not in limitation of said general powers.

ARTICLE IV

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1801 Hervey, Boise, Ada County, State of Idaho, 83705. The name of the initial registered agent of this corporation at that address is Reed J. Bates.

ARTICLE V

Stock Clauses

The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of Common stock with no par value. The corporation shall not have authority to issue shares in series.

ARTICLE VI

Provisions for Regulation of the Corporations Internal affairs

A. **Meetings of Shareholders and Directors.** Meetings of the shareholders and directors of this corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the code of bylaws or by resolution of the Board of Directors.

B. **Bylaws.** The initial bylaws of this corporation shall be adopted by its Board of Directors. The power to amend or repeal the bylaws or to adopt a new code of bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Act and these Articles of Incorporation.

C. **Contracts in Which Directors Have Interest.** No contract

or other transaction of this corporation or no contract or other transaction in which this corporation is interested shall be invalidated or affected by (1) the fact that one or more of the directors of this corporation is interested in or is a director or officer of another corporation, or (2) the fact that any director, individually or jointly with others, may be a party or may be interested in the contract or transaction; and each person who may become a director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this corporation for the benefit of himself or any firm, or corporation in which he may be interested.

D. **Compensation of Directors.** The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

ARTICLE VII

Information on Directors

The initial Board of Directors shall consist of three members. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:

Names and Addresses:

| | | |
|------------------|-----------------|-----------------|
| Reed J. Bates | 1801 Hervey St. | Boise, ID 83705 |
| Kristen L. Bates | 1801 Hervey St. | Boise, ID 83705 |
| Jay F. Bates | 157 East Main | Rigby, ID 83442 |

Boise, ID 83705

ARTICLE VIII

The name and address of the incorporator of this corporation
as follows:

Reed J. Bates

1801 Hervey
Boise, ID 83705

IN WITNESS WHEREOF, the undersigned, being the incorporator of
this corporation, execute these Articles of Incorporation and
certifies to the truth of the facts within stated, this ____ day of
March, 1995.


Reed J. Bates