

State of Idaho

Department of State

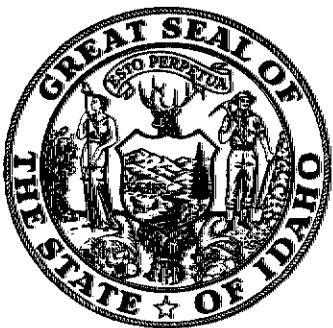
CERTIFICATE OF INCORPORATION OF

WANDERLUST PRODUCTIONS COMPANY, INC.
File number C 113935

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 29, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Tonya Herold

ARTICLES OF INCORPORATION

Feb 29 11 20 96

OF

SECRETARY OF STATE

WANDERLUST PRODUCTIONS COMPANY, INC. STATE OF IDAHO

The undersigned incorporator, TROY OLDS, being a person of full legal age, does hereby form a domestic corporation under and pursuant to the laws of the State of Idaho, and does hereby certify:

FIRST: The name of this Corporation shall be WANDERLUST PRODUCTIONS COMPANY, INC.

SECOND: This Corporation is formed for the purpose of transacting any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho including, but not limited to, the production of motion pictures.

THIRD: The period of existence and duration of the life of this Corporation shall be PERPETUAL.

FOURTH: The location and post office address of the initial registered office of the Corporation in the State of Idaho shall be 1203 13th Avenue South, Nampa, Idaho, 83651, which place shall be the principal office for the transaction of business for the Corporation. The initial registered agent of the Corporation at such address shall be TROY OLDS.

FIFTH: This Corporation is authorized to issue one class of shares of capital stock to be designated as common stock. The total number of the shares of said common stock which this Corporation shall be authorized to issue is ONE THOUSAND AND NO/100 (1,000). The stock shall have no par value.

SIXTH: The name and post office address of TROY OLDS, the incorporator of this Corporation is as follows:

NAME

POST OFFICE ADDRESS

TROY OLDS

1203 13th Avenue South, Nampa, Idaho, 83651

SEVENTH: The capital stock of this Corporation shall be non-assessable and the private property of the shareholder(s) of this Corporation and shall not be liable for the debts, obligations and liabilities of this Corporation.

IDAHO SECRETARY OF STATE

DATE 02/29/1996 0900 41413

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EIGHTH: The number of directors constituting the initial board of directors shall be two (2). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
TROY OLDS	1203 13th Avenue South, Nampa, Idaho, 83651
SIDNEY E. TUCKER, JR.	26271 Reed Lane, Homedale, Idaho, 83628

NINTH: The By-Laws of this Corporation shall be formulated, repealed, and/or amended upon the affirmative vote of a majority of the directors of this Corporation, at a meeting of the directors duly called and held for that purpose.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, I, the undersigned, constituting the incorporator of this Corporation, have executed these Articles of Incorporation this 27th day of February, 1996.

Troy Olds
TROY OLDS, Incorporator

On this 27th day of February, 1996, before me, the undersigned Notary Public in and for said State, personally appeared TROY OLDS, known to me to be the person whose name is subscribed to the within Articles of Incorporation 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 in this certificate first above written.

Reese L. Jensen
NOTARY PUBLIC FOR IDAHO
Residing at Nampa, Idaho
My Commission Expires: 09-14-98