

FILED

NOV 19 AM 10:24

STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
BALLOON-A-TIC, INC.

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation shall be "BALLOON-A-TIC, INC."

ARTICLE II
SHARES

The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares of voting common stock without par value.

ARTICLE III
REGISTERED AGENT

The registered agent of this Corporation and the street address of the registered office of this Corporation are as follows:

Registered Agent
Lukins & Annis, P.S.

Registered Office Address
250 Northwest Blvd., Suite 102
Coeur d'Alene, Idaho 83814-2971

The mailing address of this Corporation shall be c/o Thomas M. Culbertson, Lukins & Annis, P.S., 717 West Sprague Avenue, Suite 1600, Spokane, Washington 99201.

ARTICLE IV
PREEMPTIVE RIGHTS

Shareholders of this Corporation shall not have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE V
CUMULATIVE VOTING

Shareholders of this Corporation shall not have cumulative voting.

ARTICLE VI
DIRECTORS

a. The names and addresses of the initial directors of this Corporation are as follows:

11/19/1999 09:00
CK: 213839 CT: 4268 BH: 267658

1 @ 100.00 = 100.00 CORP # 4
1 @ 20.00 = 20.00 EXPEDITE C # 5

C131230

James R. Martin

3806 Shoreline Dr.
Post Falls, Idaho 83854

Betsy J. Martin

3806 Shoreline Dr.
Post Falls, Idaho 83854

b. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law. This limitation shall not apply to any act or omission occurring before the effective date of this paragraph. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

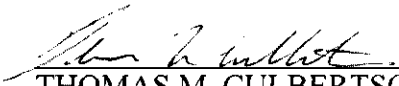
ARTICLE VII **INDEMNIFICATION**

The Corporation has the power to indemnify, and to purchase and maintain insurance for, its directors, officers, trustees, employees, and other persons and agents. Without limiting the generality of the foregoing, the Corporation shall indemnify its directors against all liability, damages, and costs or expenses (including attorney's fees) arising from or in connection with service for, employment by, or other affiliation with this Corporation to the maximum extent and under all circumstances permitted by law. No such indemnity shall indemnify any director from or on account of any liability for (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

ARTICLE VIII **INCORPORATOR**

The name and address of the incorporator is THOMAS M. CULBERTSON, 717 West Sprague Avenue, Suite 1600, Spokane, Washington 99201.

IN WITNESS WHEREOF, the incorporator hereinabove named has executed these Articles of Incorporation this 18th day of November, 1999.


THOMAS M. CULBERTSON
Incorporator