

# State of Idaho

## Department of State

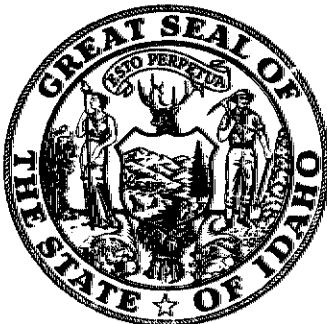
### CERTIFICATE OF INCORPORATION OF

THE SACRED COW COMPANY, INC.  
File number C 119744

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: June 5, 1997



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By

*Shirley J. Clark*

ARTICLES OF INCORPORATION

OF

THE SACRED COW COMPANY, INC.

97 JUN -5 PM 1:57  
SECRETARY OF STATE  
STATE OF IDAHO

THE UNDERSIGNED, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Idaho, do hereby set forth as follows:

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is THE SACRED COW COMPANY, INC.

**SECOND:** The address of the initial registered and principal office of the corporation in this state is c/o Jake W. Peterson, 2309 Mountain View Drive, in the City of Boise, County of Ada, State of Idaho 83704, and the name of the registered agent at said address is Jake W. Peterson.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Idaho.

**FOURTH:** The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, .01 par value per share, all of which shall be of the same class.

**FIFTH:** The number of directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as director until the first annual meeting of stockholders or until his successor is elected and qualified is:

Mariel Hemingway Crisman  
c/o Loselle Greenawalt Kaplan Blair & Adler  
140 East 45th Street, 42nd Floor  
New York, New York 10017-3144

**SIXTH:** The name and mailing address of the Incorporator is:

Steven M. Kaplan  
Loselle Greenawalt Kaplan Blair & Adler  
140 East 45th Street, 42nd Floor  
New York, New York 10017-3144

**SEVENTH:** The period of duration of the corporation shall be perpetual.

**EIGHTH:** Fully paid shares of the stock of the corporation shall not be subject to assessment.

IDAHO SECRETARY OF STATE  
DATE 06/05/1997  
0900 99328  
CR #: 16841 CUST# 13585  
CORP 10 100.00= 100.00  
EXPEDITE C 10 20.00= 20.00

**NINTH:** No preemptive rights to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares shall exist.

**TENTH:** The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the corporation laws of the State of Idaho, as the same may be amended and supplemented.

**ELEVENTH:** The Corporation shall, to the fullest extent permitted by the provisions of Section 30-1-5 of the corporation laws of the State of Idaho, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, the undersigned hereby executes this document and affirms that the facts set forth herein are true under the penalties of perjury this 3rd day of June, 1997

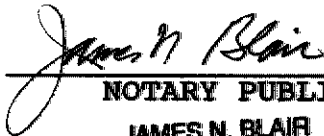


Steven M. Kaplan  
Incorporator

STATE OF NEW YORK     )  
                              ) ss:  
COUNTY OF NEW YORK    )

Be it remembered that on this 3<sup>rd</sup> day of June, 1997 personally came before me, a Notary Public in and for the County and State aforesaid, Steven M. Kaplan, party to the foregoing document, known to me personally to be such, and who, being by me first duly sworn, acknowledged the said document to be his act and deed and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid

  
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NOTARY PUBLIC  
JAMES N. BLAIR  
Notary Public, State of New York  
No. 02BL4775853  
Qualified in New York County  
Commission Expires July 31, 1998