

FILED EFFECTIVE

2004 JUN -4 PM 1:55

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
REBATES UNLIMITED INC.

1. Name. The name of the corporation is Rebates Unlimited Inc..
2. Corporate purpose. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
3. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be twelve thousand (12,000), all of which shall be common voting stock.
4. Registered office and agent. The registered office of the corporation is 149 North 100 West, Blackfoot, Idaho 83221 and its registered agent at that address is Jerry Gregersen.
5. Incorporators. The name of the incorporator is Jerry Gregersen and the incorporator's address is 149 North 100 West, Blackfoot, Idaho 83221.
6. Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Jerry Gregersen | 149 North 100 West Blackfoot, Idaho 83221 |
| Russell Smith | 60 North Hastings Nampa, Idaho 83687 |
| Mark Andrews | 6605 E. Rimrock Dr. Idaho Falls, Idaho 83401 |

IDAHO SECRETARY OF STATE
06/04/2004 05:00
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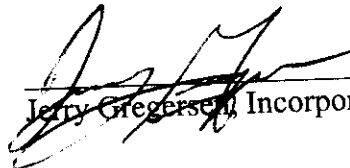
7. Voting Entitlement of Shares. (1) Except as provided in Article 8, below, providing for cumulative voting for votes cast for directors, each outstanding share, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

8. Cumulative Voting. All shareholders are entitled to cumulate their votes for directors, that is, they are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

9. Preemptive Rights. The corporation elects to have preemptive rights.

10. Indemnification. The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Articles of Incorporation this 3rd day of June 2004.


Jerry Gregersen, Incorporator