



**CERTIFICATE OF INCORPORATION
OF**

MODE PRODUCTIONS, INC.

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 25, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jacobs H. Harkness*

REC-11
SERIAL DATE

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**ARTICLES OF INCORPORATION
OF
MODE PRODUCTIONS, INC.**

THE UNDERSIGNED natural person, more than 18 years of age, hereby establishes a corporation pursuant to the provisions of Title 30, Chapter One of the Idaho Code, and adopts the following Articles of Incorporation:

I. NAME

The name of the corporation is MODE PRODUCTIONS, INC.

II. DURATION

The corporation shall have perpetual existence.

III. PURPOSE

The corporation is organized for the purpose of promoting and providing entertainment events, programs and concerts, marketing and selling of products relating to said entertainment, and to institute, enter into, assist, conduct, perform, carry on, or participate in every kind of commercial enterprise, business or work, contract, undertaking, venture or

operation, which shall include primarily, but not be limited to engagement in the entertainment business.

IV. POWERS

The corporation may exercise the powers and privileges now or hereafter conferred upon corporations by Idaho law, including, but not limited to:

A. To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for same in cash, stock, bonds, debentures, or other securities of this corporation or otherwise to acquire and undertake any or all parts of the business assets and liabilities of any person, firm, association, or corporation.

B. In general, but in connection with the foregoing the company may carry on any other business and have and exercise all the powers conferred by the Laws of Idaho upon corporation formed under the laws of said State, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the company.

C. To sue and be sued, complain and defend, in its corporate name.

D. To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a

facsimile thereof, to be impressed or affixed or in any other manner reproduced.

E. To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

F. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

G. To lend money and use its credit to assist its employees.

H. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

V. AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1000 common shares, each having a par value of \$100. There will be restrictions on the sale and transfer of said shares which will be delineated in the Bylaws of the corporation.

VI. VOTING

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation. Cumulative voting for the election of directors is not permitted.

VII. INITIAL DIRECTORS

Three directors shall constitute the initial board, their names and addresses being as follows:

| | |
|---------------------|---|
| MICHAEL L. HRONEK | 2185 Steven Street Pocatello, Idaho 83201 |
| OLLEY McCLAY | 8272 S.W. Mohawk Tualatin, Oregon 97062 |
| DANIEL J. MacDONALD | 517 West 10th Street Kennewick, Washington 99336 |

The President of the corporation shall be a shareholder and director. All other officers and directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

VIII. MANAGEMENT OF CORPORATION

The business and affairs of the corporation shall be managed by the shareholders of the corporation and the Board of Directors.

The Board shall be authorized to manage only so much of the business and affairs of the corporation as shall from time to time be delegated to it by the shareholders by means of Bylaws or otherwise.

The right to amend or repeal the Bylaws and to adopt new Bylaws is reserved to shareholders.

IX. ADDRESSES

The address of the initial registered office of the corporation is 2185 Steven Street, Pocatello, Idaho 83201. The name of its initial registered agent at such address is MICHAEL L. HRONEK.


X. CERTIFIED COPY

A copy of these Articles and all amendments thereto in each case certified by the Secretary of State shall be filed with the Clerk of the Supreme Court of the State of Idaho.

XI. NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is MICHAEL L. HRONEK, 2185 Steven Street, Pocatello, Idaho 83201.

DATED this 8th day of February, 1988.


MICHAEL L. HRONEK

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 8th day of February, 1988, before me, the undersigned, a Notary Public in and for said State, personally

appeared MICHAEL L. HRONEK, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he 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.

Cynthia M. Bertelson
NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho