

ARTICLES OF INCORPORATION OF VAN ETTEN STUDIOS, INC.

FILED/EFFECTIVE

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The undersigned incorporator, desiring to form a corporation under the laws and constitution of the state of Idaho, does hereby sign and deliver, in duplicate, to the Secretary of State of the state of Idaho these Articles of Incorporation for Van Etten Studios, Inc. (hereinafter referred to as the "Corporation"):

ARTICLE I NAME

The name of the Corporation shall be: Van Etten Studios, Inc.

ARTICLE II PURPOSE

The Corporation is organized to engage in any lawful purpose or purposes for which a corporation may be organized under the Idaho Business Corporation Act, as amended.

ARTICLE III AUTHORIZED SHARES

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$.01 per share. The common stock, in the absence of a designation of a separate series by the board of directors as hereinafter provided, shall have unlimited voting rights and is entitled to receive the net assets of the Corporation upon dissolution. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the Idaho Business Corporation Act, to:

(a) designate in whole or in part, the preferences, limitations, and relative rights of any class of shares before the issuance of any shares of that class;

(b) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the preferences, limitations, and relative rights of the series all before the issuance of any shares of that series;

(c) alter or revoke the preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or

(d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. Shares of any class of stock may be issued, without shareholder action, from time to time in one or more series as may from time to time be determined by the board of directors.

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ARTICLE IV LIMITATION ON LIABILITY

To the fullest extent permitted by the Idaho Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, a director of the Corporation shall have no personal liability to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director.

ARTICLE V INDEMNIFICATION OF OFFICERS, DIRECTORS, AND OTHERS

To the fullest extent permitted by the Idaho Business Corporation Act or any other applicable law as now in effect or as it may hereafter be amended, the Corporation shall indemnify directors as set forth in the bylaws. The Corporation may indemnify officers, employees, fiduciaries, and agents to the extent provided for in the bylaws or authorized by the board of directors.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office and the name of the registered agent at that address in the state of Idaho is:

David Van Etten East 1677 Miles Avenue, Suite 205 Hayden Lake, ID 83835

Either the registered office, or the registered agent may be changed in the manner provided for by law.



ARTICLE VII INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

David Van Etten East 1677 Miles Avenue, Suite 205 Hayden Lake, ID 83835

The undersigned affirms and acknowledges, under penalties of perjury, that the foregoing instrument is my act and deed and that the facts stated herein are true.

DATED this 5th day of January, 2001.

David Van Etten, Incorpor

The undersigned hereby accepts and acknowledges appointment as registered agent of Van Etten Studios,

Inc.

David Van Etten, Incorporator