

FILED/EFFECTIVE

SEP 19 1 37 PM '00

**ARTICLES OF INCORPORATION
OF
POSITIVE SPIN MEDIA, INC.**

SECRETARY OF STATE

1. Name. The name of the corporation is POSITIVE SPIN MEDIA, INC.
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be one million (1,000,000), all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is 1670 Melody, Boise, Idaho 83706 and its registered agent at that address is John Pannell.
4. Incorporator. The name of the incorporator is Scott A. Tschirgi and the incorporator's address is 225 North 9th Street, Suite 820, Boise Idaho 83706.
5. Initial Directors. John Pannell, 1670 Melody, Boise, Idaho 83706.
6. Corporate purpose. The purposes for which this corporation is organized are any lawful purpose for which corporation may be incorporated under the Idaho Business Corporation Act.
7. 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 1, 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:

John Pannell
1670 Melody
Boise, Idaho 83706
8. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
9. 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).

IDAHO SECRETARY OF STATE

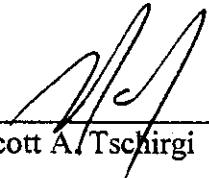
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10. Limitation of Liability. No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not 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.

I, the incorporator, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set my name, hand and seal this 18 day of September, 2000.



Scott A. Tschirgi