

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

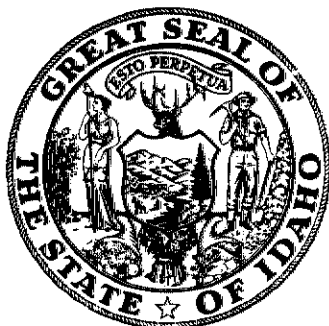
VSM MARKETING, INC.

File number C 108591

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: December 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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SEC. OF STATE

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ARTICLES OF INCORPORATION

OF

VSM MARKETING, INC.

IDAHO SECRETARY OF STATE
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#1 278 DIST# 13610
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The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is:

VSM MARKETING, INC.

SECOND: That the period of its duration is perpetual.

THIRD: That the purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is five thousand (5000), all of one class, no par value.

FIFTH: That the mailing address of the corporation is 3200 S. Yellowstone Highway, Idaho Falls, ID 83402; that the name of the corporation's initial registered agent is: Robert A. Scarr.

SIXTH: That the Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when

the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholders receiving the same concurrently with the distribution thereof.


SEVENTH: That the number of Directors constituting the initial Board of Directors of the corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Stockholders or until their successor is elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Robert A. Scarr	484 West 18th Street Idaho Falls, ID 83402
Edgar B. Wood	2840 Sunnybrook Idaho Falls, ID 83404

EIGHTH: That the name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert A. Scarr	484 West 18th Street Idaho Falls, ID 83402

DATED this 14 day of December, 1994.


Robert A. Scarr

STATE OF IDAHO

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: ss.

County of Bonneville

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ON THIS 14 day of December, 1994, before me, BARBARA J. PRIVETT, a Notary Public in and for said State, personally appeared ROBERT A. SCARR, known to me to be the person whose name is subscribed to the within and 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.

(Seal)

Barbara J. Privett
Notary Public for Idaho
Residing at: RIGBY
My commission expires: 1/13/2000