

**FILED/EFFECTIVE**

03/10/2000 14:25

STATE OF IDAHO

## Articles of Incorporation of

MindShift, Inc.

THE UNDERSIGNED, acting as (an) incorporator(s) of a corporation, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is MindShift, Inc.
2. The period of duration of the corporation is perpetual.
3. The purpose or purposes for which the corporation is organized are to engage in, but not limited to, creating two divisions of MindShift, Inc. MindShift Entertainment, which will focus on music and Nightclubs and MindShift Technology, which will focus on Information Technology Consulting and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the state of Idaho. In addition to the stated purpose, the corporation is authorized to conduct all lawful business activity in the state and outside.
4. The corporation shall have the authority to issue 1,000 shares, all of one class, \$1.00 par value.
5. The street address of the initial registered office of the corporation is 1659 Riverstone Lane #301, Boise, Idaho 83706, and the name of the initial registered agent at such address is David A. Broderick.
6. The initial Board of Directors shall consist of 1 member, who need not be residents of this state or shareholders of the corporation.
7. The name(s) and address(es) of the person(s) who shall serve as director(s) until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

<u>Name</u>	<u>Number &amp; Street</u>	<u>City, State, Zip Code</u>
David A. Broderick	1659 Riverstone Lane #301	Boise, Idaho 83706

8. The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

<u>Name</u>	<u>Number &amp; Street</u>	<u>City, State, Zip Code</u>
David A. Broderick	1659 Riverstone Lane #301	Boise, Idaho 83706

9. An affirmative vote of (three-fourths) (all) of the shares of the corporation shall be required for any shareholder action.

IDAHO SECRETARY OF STATE

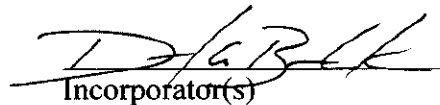
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10. The shareholders shall have the power to adopt, amend, alter, change, or repeal the articles of incorporation when proposed and approved at the stockholders meeting with not less than a (majority) (two-thirds) (three-fourths) (unanimous) vote of the common stock.
11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such shares of stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).
12. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of their shares, to distribute them among as many candidates as they may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of the directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, THE UNDERSIGNED has (have) made and subscribed these articles of incorporation on the 10<sup>th</sup> day of March, 2000.

  
Incorporator(s)

State of Idaho  
County of Ada