

CERTIFICATE OF INCORPORATION
OF

WHOLESALE MARKETING ASSOCIATION 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: January 30, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
WHOLESALE MARKETING ASSOCIATION INC. JUN 30 11 57 AM '86
CLERK OF STATE

THAT WE, THE UNDERSIGNED, EACH BEING A NATURAL PERSON OF FULL AGE AND A CITIZEN OF THE UNITED STATES OF AMERICA, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO, AND DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

I.

The name of this corporation shall be: WHOLESALE MARKETING ASSOCIATION INC.

II.

1. To engage in the business of brokering advertising in newspapers, radio, television and all kinds of media, both wholesale and retail; to engage in any other business designed to be profitable to the corporation and in conformity with the laws of the State of Idaho.

2. To acquire, lease, or otherwise to own, hold, possess, enjoy, and to sell, lease, rent, encumber, mortgage, pledge and otherwise dispose of any and all classes of property, whether real, personal or mixed.

3. To borrow money to carry on the business of the corporation or for general corporate purposes, and to issue bonds, debentures, notes or other obligations therefore, and to secure the same by pledge or mortgage on the whole or any part of the property of the corporation.

4. To organize, incorporate, or create, and to enter into contracts and agreements with subsidiary or affiliated corporations of any type or nature.

5. To make, perform and carry out any and all contracts necessary, requisite or advantageous with respect to all business operations of the corporation.

6. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or attainments of any of the objects hereinabove enumerated, either alone or in association with other corporations, firms, and individuals, as principals, agents, brokers, contractors, trustees, or otherwise, and in general to engage in any and all lawful business that may be necessary or convenient in carrying out the general business of said corporation and for the purposes pertaining thereto, and to do any and every other act or acts, thing or things, incidental to, growing out of, or connected with the general business, or any part or parts thereof.

7. No stock in this corporation shall be issued without the consent of a majority of stockholders of this corporation.

The designation of any object or purpose herein shall not be construed to be a limitation or qualification or in any manner to limit or restrict the purposes and objects of the corporation.

III.

The terms of this corporation shall be perpetual.

IV.

The registered office of this corporation in the State of Idaho, shall be located in Ada County, 330 N. Orchard, Boise, Idaho 83706 and the resident agent shall be Graydon W. Smith at the same address.

V.

The amount of the total authorized stock of the corporation shall be divided into One Hundred (100) shares which shall be common stock and which shall have a par value of \$100.00 each. Such shares shall be non-assessable and shall have equal voting rights and other powers. The authorized aggregate par stock value is \$10,000.00.

VI.

The Board of Directors of this corporation shall consist of not less than one and not more than seven members, and all of the powers of this corporation are hereby conferred upon such directors insofar as such powers may be lawfully vested in and exercised by such a board.

VII.

This corporation hereby reserves the right to amend, alter, change or repeal any provision of these Articles of Incorporation, in the manner now provided, or which may hereinafter be provided by law, and all rights, privileges and powers by the Articles are so conferred subject to this reservation.

VIII.

The amount of capital stock actually subscribed to is 49 shares, which have been subscribed at their par value, and the following are the names and places of residence of each of the incorporators and directors who have subscribed to said stock:

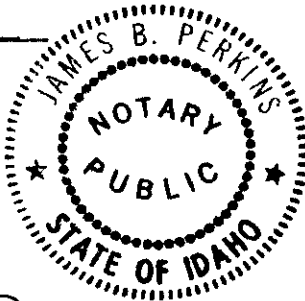
<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Erin Camara	5294 Morris Hill Boise, Idaho 83706	25
Graydon W. Smith	2725 N.5 Mile Rd. Boise, Idaho 83704	24

IN WITNESS WHEREOF, WE have hereunto set our hands and seals
this 30th day of January, 1986.

Erin Camara
Erin Camara

Graydon W. Smith
Graydon W. Smith

STATE OF IDAHO)
) ss.
COUNTY OF ADA)



On this 30 day of January, 1986, before me, a Notary Public in and for said State, personally appeared Erin Camara and Graydon W. Smith, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

James B. Perkins
Notary Public for Idaho
Residing at Boise, Idaho
Comm. expires 2/16/86