



Department of State.

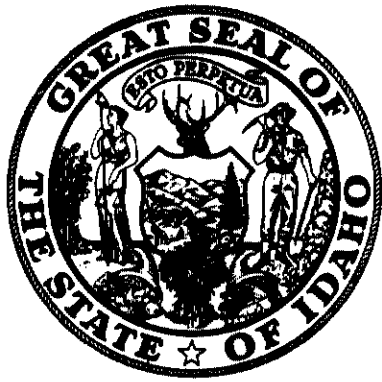
**CERTIFICATE OF INCORPORATION
OF**

BEDROCK, 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: **March 19, 1992**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF
BEDROCK, INC.

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SEC. OF STATE

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KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporator, being a natural person of the age of eighteen years or more, and desiring to form a body corporate under the laws of the State of Idaho, hereby sign, verify and deliver in duplicate to the Idaho Secretary of State these ARTICLES OF INCORPORATION.

ARTICLE I

Name

The name of the Corporation shall be BEDROCK, INC.

ARTICLE II

Period of Duration

The corporate existence shall begin as of the date of the Certificate of Incorporation issued by the Secretary of State and shall be perpetual.

ARTICLE III

Purposes

The purpose for which this Corporation is organized and the nature of the Business to be carried on by it are as follows:

1. To transact all lawful business for which corporations may be incorporated pursuant to the Idaho Corporation Code.
2. To enter into general partnerships, limited partnership (whether the Corporation is a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, jointly or in common with others.
3. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractors, trustee, or otherwise, either alone or in company with others.

4. To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

5. To let concessions to other to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements, of every kind and character with any person, firm, association corporation, or any government or authority or subdivision or agency thereof.

6. To carry on any; business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that may deem calculated, directly or indirectly, to improve the interests of this Corporation and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this Corporation is formed as such laws are now in effect or may at any time hereafter be amended, and to do any and all thing hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world. To market, produce, sell, buy, manufacture, coordinate production, provide artists, actors and consultants for video productions and any related business thereto.

The foregoing clauses are to be construed as purposes and be objects of the Corporation, and the matter expressed in each clause shall be in no way limited by reference or inference from the terms of any other clause, but shall be regarded as in independent purpose and objects; the enumeration of specific objects and purposes shall not be construed to limit or restrict in any manner the general powers and rights of the Corporation as provided by law, nor shall the expression of one purpose or object be determined to exclude another, although it be of like nature by unexpressed.

ARTICLE V

Powers

The Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Idaho. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes. This shall include, but it shall not be limited to adoption of pension and/ or profit sharing plans, the adoption of health, accident and life insurance plans.

ARTICLE VI

Capital

The aggregate number of shares which the Corporation shall have the authority to issue is 50,000 shares of Common Stock, at no par value, of the Corporation. All Common Stock will be of the same class and shall have full voting power. No share shall be issued until it has been paid for, and it shall thereafter be nonassessable.

ARTICLE VII

Preemptive Rights

Each holder of any share of capital stock of the Corporation shall not have the preemptive right to purchase, subscribe for, or otherwise acquire other shares of the stock of the Corporation, or of any other class now or hereafter authorized, or any security exchangeable or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares, on the proportionate amount that the Shareholder's stock bears to the total number of shares then outstanding.

ARTICLE VIII

Stock Restrictions

The Corporation has the right at any time to impose restrictions on the transfer of shares of stock. Such restrictions shall be conspicuously noted on the certificate representing such shares.

ARTICLE IX

Cumulative Voting

The Shareholder shall be entitled to cumulative voting. Each holder of stock of the Corporation which shall have voting rights shall be entitled to one (1) vote for each share of stock stand in his name on the books of the Corporation. A Shareholder may vote in person, or by proxy executed by the Shareholder, or by his attorney-in-fact duly authorized in writing. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE X

Consideration for Shares

All stock of the Corporation shall be issued for such consideration, by not less than par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgement of the Board of Directors as to the value of any property or services received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be nonassessable.

ARTICLE XI

Stock Rights and Options

The Corporation shall have the power to create and issue rights, warrants or options entitling the holders thereof to purchase from the Corporation any shares of its stock upon such terms and conditions and at such times and process as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument, or instruments, evidencing such right. In the absence of fraud, the judgment of the Board of Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE XII

Quorum

A majority of the shares entitled to vote as a meeting, represented in person or proxy, shall constitute a quorum at a meeting of Shareholders.

ARTICLE XIII

Voting Requirements

If a quorum is present, the affirmative vote of a majority of the shares represented at a Shareholders meeting and entitled to vote on the subject matter, shall be the act of the Shareholders, unless the vote of a greater proportion or number is required by law.

ARTICLE XIV

Powers of the Board

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized and empowered:

1. To make, alter, amend and repeal the Bylaws subject to the power of the Shareholder to alter or repeal the Bylaws made by the Board of Directors;

2. To Authorize and issue without Shareholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board of Directors, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after acquired property;

3. To establish bonus, profit sharing, stock option, or other types of incentive compensation plans for the employees, including Officers and Directors of the Corporation, and to fix the amounts to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participation;

4. In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless, to the provisions of the laws of the State of Idaho, of these Articles of Incorporation, and of the Bylaws of the Corporation.

ARTICLE XV

Registered Office and Agent

The registered office of the Corporation shall be 2005 Ironwood Parkway, Suite 201, Coeur d'Alene, Idaho 83814 and the name of the initial registered agent at such address is Dennis McKenzie. Either the registered office or the registered agent may be changed in the manner provided by law.

ARTICLE XVI

Initial Board of Directors

The Initial Board of Directors of the Corporation shall consist of three (3) Directors. The number of Directors may from time to time be increased or decreased in such a manner as shall be provided in the Bylaws of this Corporation, providing that the number shall not be reduced to less than three (3) unless the

number of Shareholders in the Corporation is less than three (3), in which event the number of Directors may be equal to the number of Shareholders. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

William R. Miller
3105 N. 4th St.
Coeur d'Alene, Idaho 83814

ARTICLE XVII

Executive and Other Committees

The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate from among its members and executive committee and one or more other committees, each of which, to the extent provide in the resolution, shall have all of the authority of the Board of Directors; except that no such committee shall have the authority to:

1. Declare dividends or distributions;
2. Approve or recommend to Shareholders, actions or proposals required by the Idaho Corporation Code to be approved by Shareholders;
3. Fill vacancies on the Board of Directors or any committee thereof;
4. Amend the Bylaws;
5. Approve a plan of merger not requiring Shareholder approval;

6. Reduce earned or capital surplus;

7. Authorize or approve the reacquisition of share unless pursuant to general formula or method specified by the Board of Directors; or

8. Authorize or approve the issuance or sale of, or any contract to issue or sell, shares or designate the terms of a series of a class of shares.

Neither the designation of any such committee by the Board of Directors, the delegation of authority to such committee, nor any action by such committee pursuant to its authority shall constitute compliance by any member of the Board of Directors, not a member of the committee in question, with his responsibility to act in good faith, in a manner he reasonable believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE XVIII

Indemnification

The Corporation may indemnify a Director, Officer, employee or agent of the Corporation against liabilities, including judgement, settlements, penalties, fines and reasonable expenses and legal fees incurred with respect to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal. Such indemnification is permitted by the Corporation if the person seeking indemnification: (i) conducted himself in good faith, (ii) reasonably believed, (A) with respect to conduct in his official capacity for the Corporation, that his conduct was in the Corporation's best interest, or (B) with respect to conduct in other capacities, that his conduct was, at least, not opposed to the Corporation's best interests, and (iii) with respect to criminal proceedings that he had no reasonable cause to believe his conduct was unlawful. The termination of a proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not be determinative of whether the foregoing standard of conduct has been satisfied.

The Corporation shall not indemnify a Director, Officer, employee or agent in connection with: (i) a proceeding by or in the right of the Corporation, in which such person is adjudged liable to the Corporation or (ii) any proceeding charging improper personal benefit to that person, in which he is adjudged liable on the basis that he improperly received personal benefit(s). However, the Corporation shall indemnify a director, Officer, employee or agent who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he was a party, against reasonable expenses incurred by him in connection with the

proceeding.

The indemnification of a person, permitted by the foregoing provisions, must be authorized in the specific case after a determination has been made that indemnification is permissible under the circumstances because the applicable standard of conduct was met. The determination shall be made by: (i) the Board of Directors by majority vote of a quorum, which quorum shall consist of the Board of Directors not parties to the proceedings, or (ii) if a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors designated by the Board, which committee shall consist of two or more Directors not parties to the proceeding; except that Directors who are parties to the proceeding may participate in the designation of Directors for the committee. If the quorum cannot be obtained or the committee cannot be established, or if such quorum or committee so directs, the determination shall be made by: (i) independent legal counsel selected by a vote of the Board of Directors or the committee, or if a quorum of the full Board cannot be obtained or a committee cannot be established, by independent legal counsel selected by a majority vote of the full board, or (ii) by the shareholders. If the determination that indemnification is permissible is made by independent legal counsel, the authorization of indemnification and evaluation as to reasonableness of the expenses shall be made by the body which selected that counsel.

A Director, Officer, employee or agent of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of such an application, the court, after giving any notice it considers necessary, if it determines that such person is entitled to mandatory indemnification pursuant to these Articles of Incorporation or law, the court shall order indemnification in which case the court shall also order the Corporation to pay such person's reasonable expenses. If the court determines that such person is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not such person meets the standard of conduct set forth in these Articles of incorporation as a condition of indemnification, or whether such person was adjudged liable in such circumstances which would ordinarily prohibit the Corporation from making indemnification, the court may order such indemnification as it deems proper.

The Corporation may pay for, or reimburse, the reasonable expenses incurred by a Director, Officer, employee or agent of the Corporation, who is a party to a proceeding, in advance of the final disposition of the proceeding, if: (i) the Corporation is furnished with a written affirmation of such person's good faith belief that he has met the applicable standard of conduct, (ii) such person furnishes the Corporation with a written undertaking, executed personally or on his behalf, to repay the advance if it is determined that he did not meet such standard of conduct, and (iii)

a determination is made that the facts then known to those making the determination would not preclude indemnification under this paragraph. The foregoing undertaking shall be an unlimited general obligation of such person and need not be secured and may be accepted without reference to financial ability to make repayment.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, fiduciary or agent of the Corporation and who, while a Director, Officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership joint venture, trust, or other enterprise or employee benefit plan against any liability asserted against or incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the foregoing provisions.

If an indemnification for advance of expenses to a Director arises out of a proceeding by or on behalf of the Corporation, such indemnification, if made pursuant to the foregoing provisions, shall be reported in writing to the shareholder with or before notice of the next shareholder's meeting.

ARTICLE XIX

Transactions with Interested Directors

No contract or other transaction between this Corporation and one or more of its Directors, or any other corporation, firm, association or entity in which one or more of its directors are Directors, Officers or are financially interested in this Corporation shall be either void or voidable solely because of such relationship or interest or solely because such Directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable to the Corporation. Further, any common or interested Directors may

be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, an such common or interested Director may vote thereat to authorize such contract or transaction with like force and effect as if such person were not such a common or interested Director.

The name and address of the incorporator is as follows:

William R. Miller
3105 N. 4th St., Suite #45
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the above-named incorporator signed these
ARTICLES OF INCORPORATION, this 12th day of March 1992,

William R. Miller
William R. Miller, Incorporator

STATE OF Idaho)
) ss.

COUNTY OF)

I, the undersigned, a Notary Public, hereby certify that on the 12th day of March 1992, William R. Miller, the above named incorporator, personally appeared before me and being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

WITNESS my hand and official seal
My commission expires: 4-25-95

(Seal)

Cordelia A. Crane
Notary Public