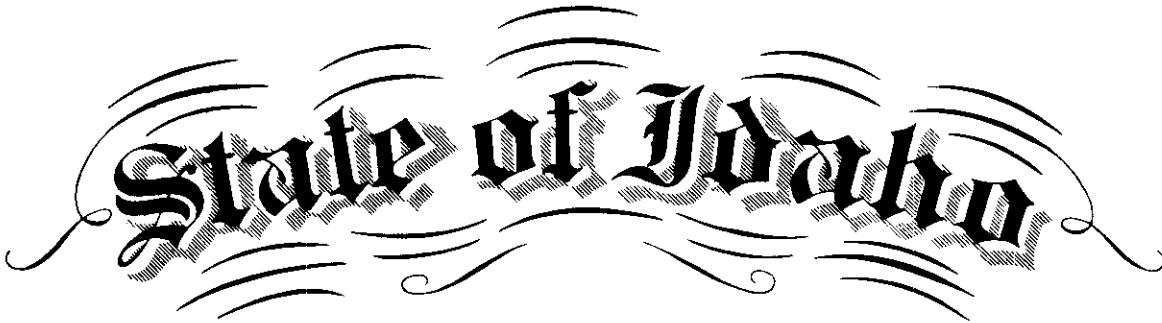




CERTIFICATE OF INCORPORATION
OF

MTV SERVICES, INC.

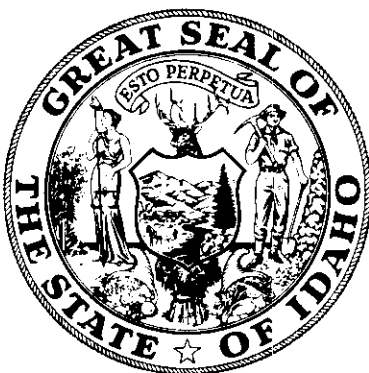
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MTV SERVICES, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit 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 _____ May 28, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Ally J. Clark

Corporation Clerk

Articles of Incorporation
of
MTV Services, Inc.

The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

I

The name of the Corporation is MTV Services, Inc.

II

The period of duration of this Corporation shall be perpetual.

III

The purpose or purposes for which the Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho

1. ARTICLES OF INCORPORATION

Business Corporations Act.

IV

The aggregate number of shares the Corporation shall have authority to issue is 50,000 shares, all of which are to be of no par value.

V

No stock of the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered in writing for sale to each of the other stockholders of the Corporation; if the proposed transfer is for consideration then the offer shall be at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. If the proposed transfer is not for consideration, or by operation of law, then the price and terms are as set by the by laws or other resolutions of the Corporation. The writing shall set forth the price and terms and shall be sent by registered or certified mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing shareholders refuse the offer made as provided above, or until they fail for a period of forty-five (45)

2. ARTICLES OF INCORPORATION

days after receipt of the written offer to accept the same. Regulations as to the procedure and formalities of the transfer shall be prescribed in the By-laws of the Corporation.

VI

The initial registered agent of the Corporation is June E. Thompson and the address of the registered agent and of the initial registered office of the Corporation is 9515 N. Government Way, P.O. Box 1269, Hayden Lake, Idaho 83835.

VII

The fiscal year of the Corporation shall be the calendar year.

VIII

The initial Board of Directors of the Corporation shall exercise all corporate powers and manage the business and affairs of the Corporation until the first annual shareholders' meeting, or until their successors be elected and qualify, whichever is later. The names and addresses of the initial Board of Directors are:

3. ARTICLES OF INCORPORATION

June E. Thompson

Sonya K. Cope

P.O. Box 802

N. 550 Mountain View Rd.

Hayden Lake, ID 83835

Rathdrum, ID 83858

IX

The name and address of each incorporator is:

June E. Thompson

P.O. Box 802

Hayden Lake, ID 83835

DATED this 21st day of May 1985.

June E. Thompson
Incorporator

STATE OF IDAHO)
)ss.
County of Kootenai)

On this 21st day of May 1985, before me, the undersigned Notary Public, personally appeared JUNE E. THOMPSON known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

4. ARTICLES OF INCORPORATION

M. Sylvestre
Notary Public for State of
Idaho
Residing at Coeur d'Alene

5. ARTICLES OF INCORPORATION