

State of Idaho

Department of State

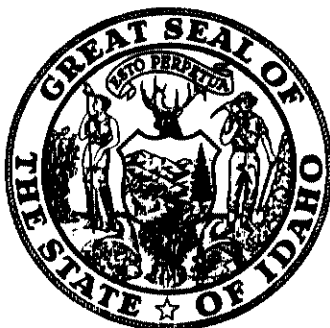
CERTIFICATE OF INCORPORATION OF

RASOR AND ASSOCIATES, 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: December 18, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

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ARTICLES OF INCORPORATION

of
RASOR AND ASSOCIATES, INC.

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We, the undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is RASOR AND ASSOCIATES, INC.

SECOND

The location of the registered office of the corporation in the State of Idaho is 118 North Seventh Street, Suite C-15, Coeur d'Alene, Idaho 83814.

THIRD

The name of the registered agent of the corporation is Michael Rasor and the registered office of the corporation is 118 North Seventh Street, Suite C-15, Coeur d'Alene, Idaho 83814.

FOURTH

The period of its duration is perpetual.

FIFTH

The purpose or purposes for which the corporation is organized is a marketing and advertising agency and for all other purposes for which corporations may be incorporated under the Idaho Business Corporation Act.

SIXTH

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) shares with par value of ONE AND NO/100 (\$1.00) DOLLAR per share.

SEVENTH

Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of the stockholders holding a majority of the stock at any special meeting called for that purpose.

EIGHTH

The number of directors constituting the initial Board of Directors of the corporation shall be not less than one (1) nor more than five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

MICHAEL RASOR
118 North Seventh Street, Suite C-15
Coeur d'Alene, ID 83814

LAURA UMTHUN
118 North Seventh Street, Suite C-15
Coeur d'Alene, ID 83814

NINTH

The names and addresses of the incorporators are:

MICHAEL RASOR
118 North Seventh Street, Suite C-15
Coeur d'Alene, ID 83814

LAURA UMTHUN
118 North Seventh Street, Suite C-15
Coeur d'Alene, ID 83814

TENTH

The following shareholders subscribe to the following shares:

| | |
|---------------|----|
| MICHAEL RASOR | 51 |
| LAURA UMTHUN | 49 |

ELEVENTH

The personal liability of each director is eliminated provided that this provision shall not limit the liability of a director for those acts identified in Idaho Code 30-1-54 (2) (a) (b) (c) and (d) as said provisions are presently enacted or hereafter modified.

DATED this 16 day of December, 1992.

Incorporators:

Michael Rasor
MICHAEL RASOR

Laura Umthun
LAURA UMTHUN

VERIFICATION

STATE OF IDAHO)

County of Kootenai)

I, Norma L. Bird, a Notary Public, do hereby certify that on this 16 day of December, 1992, personally appeared before me MICHAEL RASOR who, being by me first duly sworn, declared that he is an Incorporator of RASOR AND ASSOCIATES, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.

Norma L. Bird
Notary Public in and for the
State of Idaho

Residing at: Cozard Street

My Commission Expires: 9/8/98

VERIFICATION

STATE OF IDAHO)

County of Kootenai)

I, NOMAN L. LEIRD, a Notary Public, do hereby
certify that on this 16 day of December, 1992, personally
appeared before me LAURA UMTHUN who, being by me first duly sworn,
declared that she is an Incorporator of RASOR AND ASSOCIATES, INC.,
that she signed the foregoing document as Incorporator of the
corporation, and that the statements therein contained are true.

NOMAN L. LEIRD
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
My Commission Expires: 9/8/98