



CERTIFICATE OF INCORPORATION
OF

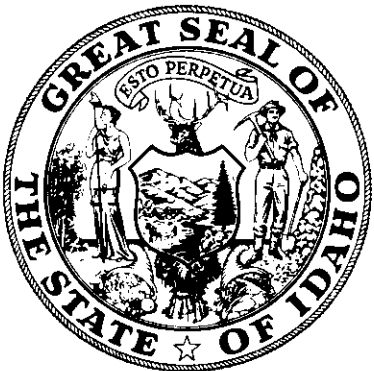
VISITRON, INC.

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 _____

_____ ,
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 August 23, 1985 , 19 _____ .



Pete T. Cenarrusa

SECRETARY OF STATE

Dickie Rost
Corporation Clerk



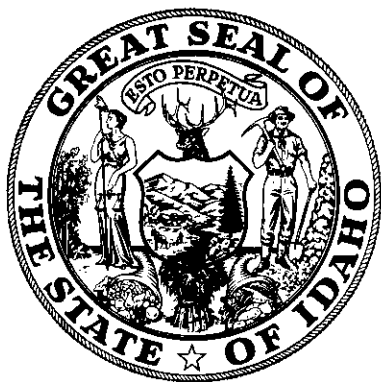
CERTIFICATE OF INCORPORATION
OF

4 J, 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: August 23, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Dick Rost*

ARTICLES OF INCORPORATION
OF
VISITRON, INC.
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, all citizens of the United States of America of legal age, have this day voluntarily associated ourselves together for the purpose of forming a general business corporation under the laws of the State of Idaho, and

WE HEREBY CERTIFY:

FIRST

That the name of this corporation is

VISITRON, INC.

SECOND

That the nature of the business and the object and purposes to be transacted, promoted and carried on or to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do in any part of the world, viz.

(a) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Idaho; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform, specifically but not limited to the manufacturer, distribution, and marketing of items or goods and for marketing satellite receiving units or other related businesses.

(b) To engage in any business related to or unrelated to that described in clause (a) of this article, and from time to time authorized or approved by the Board of Directors of this corporation.

(c) To act as a partner or in a joint venture in any transaction.

(d) To lend money and negotiate loans either with or without security or on the security of real or personal property; to draw, accept, endorse, buy and sell discount and rediscount bills of exchange, notes, drafts, bonds, choses in action and securities of all kinds, both as principal and their agents; to accept as security for any loans, liens, conditional sales of and pledges of real and personal property.

(e) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association or corporation.

(f) To appoint agents, subagents, and salesmen and to enter into all necessary contracts with agents, subagents, salesmen and dealers.

ORIGINAL
AUG 23 4 30 PM '85
SECRETARY OF STATE

85 JUN 3 PM 12 11

ARTICLES OF INCORPORATION

The undersigned natural person, acting as incorporator of a corporation (the "Corporation") under the provisions of the Idaho Business Corporation Act (this Act as amended from time to time is referred to herein as the "Act"), adopts the following Articles of Incorporation:

Article 1

Name

The name of the Corporation is 4 J, INC.

Article 2

Period of Duration

The period of duration of the Corporation is perpetual.

Article 3

Purposes and Powers

Section 3.01. Purposes. The purposes for which the Corporation is organized are as follows:

a. To own and operate farm property; sell and distribute farm products, and all allied and incidental products, and to perform services in connection therewith.

b. Ancillary Purposes. To do everything necessary, proper, advisable, or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall have and exercise the following powers:

a. Statutory Powers. To have and exercise all the powers specified in the Act;

(g) To enter into contracts, obligations of any type or kind essential, necessary, or proper to the transaction of its ordinary affairs or for the purposes of the corporation.

(h) To borrow money or otherwise incur indebtedness without limit as to amount, and to draw, make, accept, endorse, transfer, guarantee, execute and issue bonds, debentures, notes, checks, drafts, bills of exchange, negotiable instruments and all other instruments for the payment of money, negotiable or non-negotiable and whether secured or unsecured.

(i) To conduct business in this state, other states, District of Columbia, territories and colonies of the United States, and in foreign countries, and to have one or more offices and places of business out of this state and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situate out of this state.

(j) To cause to be formed, merge and reorganize and to promote and aid in any way permitted by law by formation, merger or reorganization of any business, concern, firm, association or corporation, domestic or foreign; to acquire the good will, rights and property in the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any persons, firm, association or corporation; to pay for the said good will, rights, property, and assets in cash, the stock of this company, bonds or otherwise or by undertaking the whole or any part of the liabilities of the transferer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary and expedient in or about the conduct and management of said business.

(k) To apply for, purchase, register or in any manner to acquire and to hold, own, lease, operate and introduce and to sell, lease, assign, pledge or in any manner dispose of and deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventories, improvements and processes, labels, designs, brands or other rights, and to work, operate and develop the same, and to carry on any business, manufacturing or otherwise which may directly or indirectly effectuate these objects, or any of them.

(l) To have and exercise all the rights and powers from time to time granted to a corporation by law.

(m) To do all and everything necessary, suitable and proper for and incident to the powers enumerated above and for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof, and to comply with the provisions of the individual state laws in which it does business, and to comply with any and all other applicable laws and regulations appertaining thereto.

b. Entry into Profit-Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporation or foreign corporations, associations, partnerships, individuals, or other entities, and to enter into general or limited partnerships;

c. Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, or other entities;

d. Construction of Powers. Each of the foregoing clauses of this section shall be construed as independent powers, and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause.

The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 3.03. Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, or possession of the United States, or foreign country.

Section 3.04. Direction of Purposes and Exercise of Powers by Directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall

direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

Section 3.05. Limiting Provision. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

Article 4 Authorized Shares

Section 4.01. Number. The aggregate number of shares that the Corporation shall have authority to issue is 1000 shares of Capital Stock without par value.

Section 4.02. Dividends.

a. Source and Medium. The holders of the Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, in property, or in shares of the Capital Stock.

b. Limitations upon Dividends. No dividends shall be paid upon the Capital Stock in any medium under any of the following circumstances:

- i. Unrealized Appreciation. If the source out of which it is proposed to pay the dividend is due to or arises from unrealized appreciation in value or from a revaluation of assets; or
- ii. Insolvency. If the corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

Article 5 Shares Not to Be Divided Into Classes

The shares of the Corporation are not to be divided into classes.

(n) To purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

THIRD

That the existence of this corporation is to be perpetual after the time of its incorporation unless sooner dissolved or disincorporated pursuant to law.

FOURTH

That the registered office and the registered agent of this corporation in this state shall be: Steven L. Fielding, 1907 Burrell Road, Lewiston, ID 83501.

FIFTH

(a) That the amount of the capital stock of this corporation shall be \$10,000, divided into 10,000 000 shares of common stock of the par value of \$.001 per share; all of said stock to be held, sold and paid for at such time and in such manner as provided for in these articles, and in the By-Laws of this corporation, and as the Board of Directors may from time to time determine. All capital stock, when fully paid, shall be non-assessable.

(b) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions restricting the sale or transfer of shares of stock, provided that the same shall be in accordance with the applicable laws.

(c) The corporation shall have the power to adopt by appropriate By-Laws, a provision or provisions providing for arbitration to decide matters wherein there is a tie vote of the shareholders, provided that said provisions shall be in compliance with applicable law.

SIXTH

That the amount of the capital stock which has been actually subscribed and paid for is the sum of 100,000 shares of common stock and the following are the names and addresses of the persons and number of shares by whom the same have been subscribed to-with:

Steven L. Fielding
1907 Burrell Road
Lewiston, ID 83501

51,000 shares

Robert Thomas Stout
9665 Malad Street
Boise, ID 83709

49,000 shares

Article 6

No Shares Issued in Series

The Corporation is not authorized to issue shares in series.

Article 7

Receipt of Minimum Capital

The Corporation will not commence business until consideration of the value of at least \$500.00 has been received.

Article 8

Provisions for Regulation of the Internal Affairs of the Corporation

Section 8.01. Bylaws. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 8.02. Transactions in Which Directors Have an Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation that acts upon, or in reference to, the contract or transaction, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification.

SEVENTH

That the Board of Directors, subject to the laws of the State of Idaho, shall have the power to repeal and amend the BY-Laws and adopt new By-Laws for this corporation. This power may be revoked by a two-thirds majority of the allotted shares of this corporation at any regular meeting of the shareholders or at any meeting specially called for that purpose. By-Laws by the directors under power so conferred may be altered or repealed either by a two-thirds vote of the Board of Directors, or by vote of two-thirds of the allotted shares. The Board of Directors shall not make or alter any By-Laws fixing their qualification, classification, terms of office or compensation. Whenever any amendment or any By-Law is adopted, it shall be recorded in the book of By-Laws immediately after them and shall not take effect until so recorded.

EIGHTH

That the management of this corporation shall be vested in a Board of not less than two nor more than eleven directors, as may be fixed by the By-Laws. The directors shall be elected at the annual meeting of the shareholders to be held at the general office of this corporation in said Lewiston, Nez Perce County, Idaho, on a day at the time to be specified in the By-Laws, the initial Board of Directors and their addresses shall be: Steven L. Fielding, 1907 Burrell Road, Lewiston, ID 83501, and Robert Thomas Stout, 9665 Malad Street, Boise, ID 83709.

NINTH

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which such director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall be known to the Board of Directors owning a majority thereof. Any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation and not so interested.

TENTH

The corporation shall have the power to adopt, by appropriate By-Laws such a program or programs of deferred compensation for directors, officers, and employees of said corporation, as shall be in compliance with law; such programs may include but are not limited to profit-sharing plans, pension plans, death benefit payments, life insurance, medical payments, and wage continuation plans.

This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 8.03. Indemnification and Related Matters.

a. Power to Indemnify--Third Party Actions. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, or employee or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. Power to Indemnify--Actions Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of

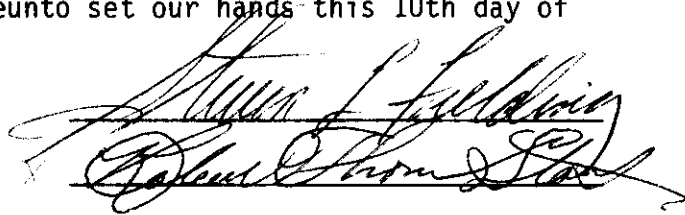
ELEVENTH

The directors may be given the power by appropriate By-Laws, to sell, assign, transfer, mortgage, or otherwise dispose of and convey any corporate property, real or personal, without being required to call a stockholders' meeting to approve the same, provided that such transfer or conveyance is not such as is in violation of any provision of law or which must be by vote of the shareholders by any provision of law.

TWELFTH

Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of right to any pre-emptive right to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the certificate of incorporation of the corporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

IN WITNESS WHEREOF we have hereunto set our hands this 10th day of August, 1985.

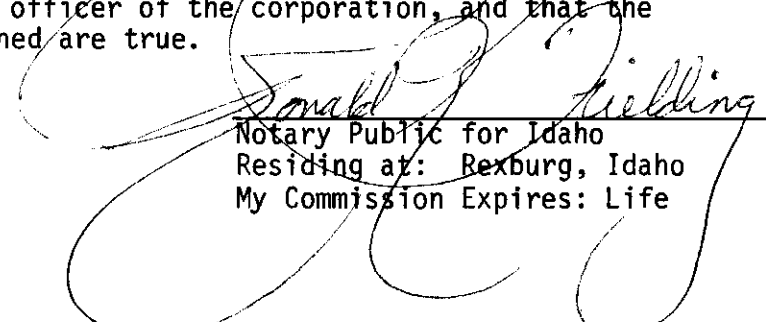


STATE OF IDAHO)
) ss.
County of Nez Perce)

I, Ronald K. Fielding, a notary public, do hereby certify that on this 10th day of August, 1985, personally appeared before me Steven L. Fielding who, being by me first duly sworn, declared that he is the President and Secretary respectfully of VISITRON, INC., that he signed the foregoing document an officer of the corporation, and that the statements therein contained are true.

(Seal)

articles-APS



Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission Expires: Life

another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

c. Right to Indemnification. To the extent that a director, officers, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in clauses (a) and (b), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

d. Determination of Entitlement to Indemnification. Any indemnification under clauses (a) and (b) (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses (a) and (b).

Such determination shall be made 1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or 2) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or 3) by the shareholders.

e. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in clause (d) upon receipt of an undertaking

by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

f. Saving Clause. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders, or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

g. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and 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 provisions of this section.

Section 8.04. Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.

No one of the Directors may be removed if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Directors.

No Director shall be entitled to receive notice of or a hearing with respect to his removal.

Section 8.05. Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by the Idaho Business Corporation Act.

Article 9

Address of Initial Registered Office and Name of Initial Registered Agent

Section 9.01. Registered Office. The address of the initial registered office of the Corporation is 1004 Seventh Street South Nampa, Idaho 83651.

Section 9.02. Registered Agent. The name of the initial registered agent of the Corporation, an individual resident in Idaho whose business office is at such address, is STEVEN A. ADAMSON.

Article 10

Data Respecting Directors

Section 10.01. Initial Board of Directors. The initial Board of Directors shall consist of two members, who need not be residents of the State of Idaho, or shareholders of the Corporation.

Section 10.02. Names and Addresses. The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, follow:

ERNEST S. JONES Route 3, Box 165 Rupert, ID 83350

JOHN B. JONES Route 3, Box 165 Rupert, ID 83350

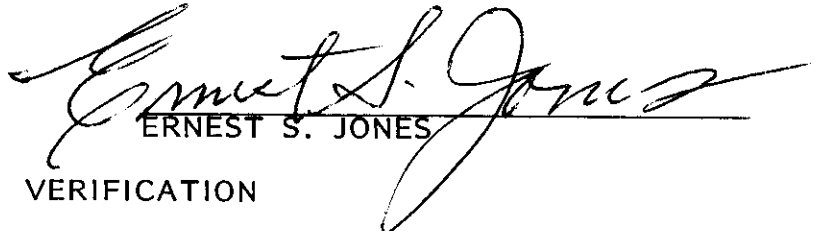
Section 10.03. Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Code of Bylaws; but no decrease shall have the effect of reducing such number below two or of shortening the term of incumbent director. In the absence of a provision in the Bylaws fixing the number of Directors, the number shall be two.

Article 11

Data Respecting Incorporator

The name and address of the incorporator of the Corporation, a natural person, is ERNEST S. JONES Route 3, Box 165, Rupert Idaho, 83350.

Executed this 31st day of May, 1985.


ERNEST S. JONES
VERIFICATION

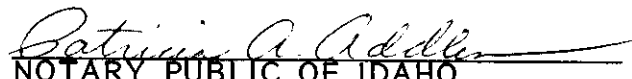
STATE OF IDAHO

) ss.

County of *Canyon*

The undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, do hereby certify that on this day, personally appeared before me ERNEST S. JONES, who, being by me first duly sworn, declared that he is the only incorporator referred to in Article 11 of the foregoing Articles of Incorporation, and that he signed these Articles as such and that statements contained therein are true.

IN WITNESS WHEREOF I have hereunto set my hand and official seal on this 31st day of May, 1985.


NOTARY PUBLIC OF IDAHO
Residence: Nampa, Idaho