



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

R & S MARKETING AFFILIATES, INC.

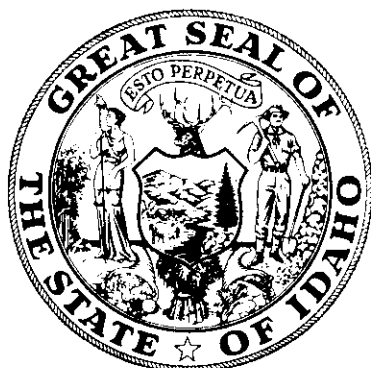
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

R & S MARKETING AFFILIATES, INC.

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 17, 1982.**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel F. Artach*

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SECRETARY OF
STATE

ARTICLES OF INCORPORATION

of

R & S MARKETING AFFILIATES, INC.

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

I.

The name of the corporation is R & S MARKETING AFFILIATES, INC.

II.

The corporation is to have perpetual existence.

III.

The corporation is organized for the primary purpose of commencing a business in marketing distribution of advertising, and for the additional purpose of transacting any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV.

The authorized capital of the corporation consists of a single class of stock. The total number of authorized shares is 25,000 with a par value of \$1.00 and an aggregate par value of \$25,000.

V.

The holders of shares of stock of the corporation are not entitled to pre-emptive rights to purchase additional shares of stock.

VI.

The address of the initial registered office of the corporation is 11990 Savage Drive, Boise, Idaho 83704.

VII.

The name of the initial registered agent of the corporation at the corporate address is Lawrence J. Smith.

VIII.

The initial board of directors shall consist of two (2) members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and qualify are:


<u>Name</u>	<u>Address</u>
Lawrence J. Smith	11990 Savage Drive Boise, Idaho 83704
Willard P. Ross, Jr.	783 Dogwood Place Eagle, Idaho 83616

IX.

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Lawrence J. Smith	11990 Savage Drive Boise, Idaho 83704
Willard P. Ross, Jr.	783 Dogwood Place Eagle, Idaho 83616

IN WITNESS WHEREOF, the undersigned have executed this document this 17th day of March, 1982.



Lawrence J. Smith



Willard P. Ross, Jr.

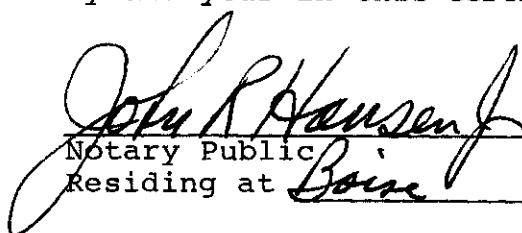
STATE OF IDAHO)

) ss

County of Ada)

On this 12 day of March, 1982, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared LAWRENCE J. SMITH, known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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


Notary Public
Residing at Boise

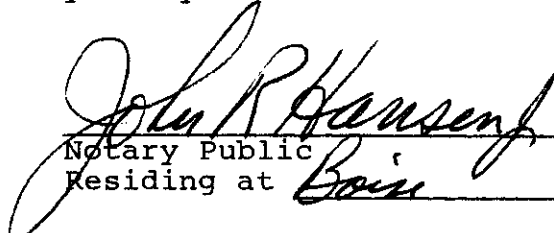
STATE OF IDAHO)

) ss

County of Ada)

On this 12 day of March, 1982, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared WILLARD P. ROSS, JR., known to me to be the person whose name is subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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


Notary Public
Residing at Boise