

FILED

ARTICLES OF INCORPORATION

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WESTERN PRINTING, INC. COUNTY OF STATE
STATE OF IDAHO

I, the undersigned, do hereby elect to form a corporation; and, for such purpose, do hereby make, execute, and adopt the following Articles of Incorporation.

ARTICLE I

NAME: The name of this corporation shall be:

Western Printing, Inc.

ARTICLE II

TERM OF CORPORATE EXISTENCE: The term of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

REGISTERED OFFICE AND PLACE OF BUSINESS: The registered office, principal place of business, and mailing address of this corporation shall be:

119 New Sixth Street
Lewiston, Idaho 83501

The name of the initial registered agent at such address is: Tony Sittner.

ARTICLE IV

PURPOSES: The purposes for which this corporation is formed are:

1. To operate a printing business.
2. To transact any or all other lawful businesses for which corporations may be incorporated in Idaho.

ARTICLE V

POWERS: The corporation shall have all the powers of a corporation under Idaho law.

IDAHO SECRETARY OF STATE

11/09/1999 09:00
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ARTICLE VI

DIRECTORS: The business of this corporation shall be managed by a board of two directors to be elected annually at the annual meeting of the shareholders. The names of the directors who are appointed to serve until the first annual meeting of the shareholders and until their successors shall have been elected and have qualified are as follows:

Name	Address
Philip D. Bartlett	75 - 1st Avenue West North Kalispell, MT 59901
Constance H. Bartlett	75 - 1st Avenue West North Kalispell, MT 59901

The number of the directors may be increased or decreased from time to time, within the limits provided by Idaho law, by an amendment to the by-laws, provided that no such amendment shall have the effect of shortening the term of an incumbent director.

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is:

Name	Address
Philip D. Bartlett	75 - 1st Avenue West North Kalispell, MT 59901

ARTICLE IX

CAPITAL STOCK: The authorized capital stock of this corporation shall be fifty thousand (50,000) shares of common stock with no par value. All such stock shall be non-assessable. No such stock shall be issued until the corporation has received payment in full therefor. This corporation shall have a lien upon all shares of its corporate stock, and upon all dividends due thereon, for an indebtedness due from a holder or owner of said stock to this corporation. No transfer of stock shall be valid until such time as the owner thereof shall have paid such indebtedness, in full, nor shall any attempted transfer of stock without prior payment, deprive this corporation of such lien.

ARTICLE X

STOCK AND PROPERTY CONTROL: This corporation shall be registered as a close corporation and the by-laws of the corporation shall provide that no stock shall be issued, transferred, sold, or otherwise conveyed by the shareholders or the corporation to a non-shareholder, until such stock has first been offered on a pro-rated basis to existing shareholders, and the existing shareholders have declined to purchase the same.

ARTICLE XI

PRIVATE PROPERTY EXEMPT: The private property of the shareholders shall be forever exempt from corporate liability.

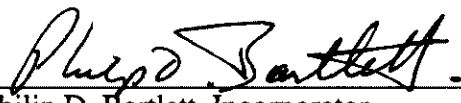
ARTICLE XII

BY-LAWS: The initial by-laws of this corporation shall be adopted by its board of directors. Thereafter, the power to alter, amend, or repeal the by-laws or adopt new by-laws, shall be vested in the shareholders, provided that the shareholders at any annual meeting or special meeting called for that purpose, may authorize the board of directors to alter, amend, repeal, or adopt new by-laws as provided by the laws of the State of Idaho. It is specifically provided, however, that no by-laws shall be adopted or amended that will authorize the transfer of stock except as initially provided in the by-laws or authorize the sale of real property out of the corporation by any smaller vote of shareholders than is initially provided in the by-laws.

ARTICLE XIII

AMENDMENTS: These articles may be amended at any annual meeting of shareholders or at any special meeting of shareholders called for that purpose upon the affirmative vote of the holders of not less than two-thirds of the outstanding shares of stock entitled to vote at such meeting, except that Articles X and XI shall not be amended without unanimous consent of the shareholders holding all of the outstanding shares of such stock.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature this November 8, 1999.



Philip D. Bartlett, Incorporator

STATE OF MONTANA

: ss.

County of FLATHEAD

This instrument was acknowledged before me on November 8th, 1999, by Philip D. Bartlett.


Notary Public for the State of MONTANA
Residing at LAKE SIDE, MONTANA
My Commission expires 9.26.2000

