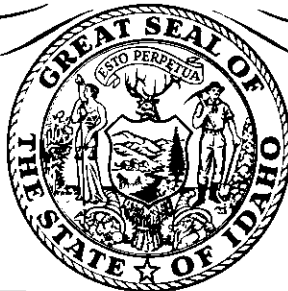


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

WESTERN ARTS, INC.

was filed in the office of the Secretary of State on the **Thirtieth** day of **April**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **119** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Idaho Falls

in the County of

Bonneville

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **30th** day of **April**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION

WESTERN ARTS, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens and residents of the United States of America, and each over the age of twenty-one years, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation for that purpose as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be and is: WESTERN ARTS, INC.

ARTICLE II

PURPOSES

The purposes of this corporation shall be:

Section 1. To acquire paintings, sketches, models, sculptures, carvings, documentary and historical items relative to art, books and other works and objects of art. To create reproductions of all or any such items and copyright the reproductions. To sell, loan, trade, lease or otherwise dispose of all of such items and objects or their reproductions, and to generally deal in works and objects of art, historical and documentary material relative to art, and to create reproductions for sale and distribution.

Section 2. To purchase, acquire, apply for, secure, hold or own any and all copyrights, trademarks, trade names and distinctive marks. To engage in the reproduction of copyrighted material and in the sale and distribution of such objects and objects of art.

Section 3. To purchase, acquire, own, improve, develop, lease as lessee or lessor, exchange, sell, dispose of or otherwise deal in real estate; to purchase, lease as lessee or lessor, build, construct,

erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, acquisition, development, improvement and construction of land and buildings belonging to or to be acquired by this corporation or any other person, firm or corporation.

Section 4. To buy and sell, discount and rediscount, notes, drafts, bills of exchange, stocks, bonds, securities and choses in action of all kinds, both as principal and as agent; also to buy and sell liens on real and personal property.

Section 5. To draw, make, accept, endorse, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 6. To purchase, lease as lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business properties and other real estate, automotive vehicles, fixtures and supplies, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise dispose of or encumber lands, buildings, structures, vehicles, equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 7. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 8. The purposes specified herein and enumerated in

this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of onething be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this State is Idaho Falls, Bonneville County, Idaho. The corporation may also maintain offices at such other place or places in the State of Idaho and the United States as the Board of Directors may from time to time decide. The post office address of the registered offices shall be Box 1233, Idaho Falls, Idaho.

Section 2. The operation and business of this corporation shall be carried on in the County of Bonneville, State of Idaho, and in such other counties in the State of Idaho and in other States of the United States as the Board of Directors may from time to time decide.

ARTICLE V

CAPITAL STOCK

The amount of the capital stock of the corporation shall be Ten Thousand (\$10,000.00) Dollars, to consist of One Thousand (1,000) shares of common stock of the par value of Ten (\$10.00) Dollars each.

ARTICLE VI

MANAGEMENT

Management of this corporation shall be vested in a Board of

Directors of three directors. The directors shall be elected at the annual meeting of the stockholders.

ARTICLE VII

DIRECTORS' MEETINGS

The meeting of the Board of Directors may be held at the principal office of the corporation in this state, or at such other place or places within or without the state, for the transaction of any business of the corporation as the directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the majority of the directors shall be the act of the board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

ARTICLE VIII

INCORPORATORS

The name, post office address and number of shares subscribed by each of the incorporators are as follows:

R. J. Flood	Idaho Falls, Idaho	1 share
Geraldine Flood	Idaho Falls, Idaho	1 share
W. J. Anderson	Idaho Falls, Idaho	1 share

All of the subscribers to these Articles of Incorporation are of full age and citizens of the United States.

ARTICLE IX

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction any may vote thereon 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.

ARTICLE X

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 17th day of April 1962.

R. J. Flood
R. J. Flood
Geraldine Flood
Geraldine Flood
W. J. Anderson
W. J. Anderson

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 27 day of April, 1962, before me, the undersigned, a Notary Public for Idaho, personally appeared R. J. Flood, Geraldine Flood and W. J. Anderson, known to me to be the persons whose names are subscribed to the above and foregoing and acknowledged to me that they executed the same.

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

John M. [Signature]
Notary Public for Idaho
Residing at Idaho Falls, Idaho