

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

CHALK & TALK, INC.

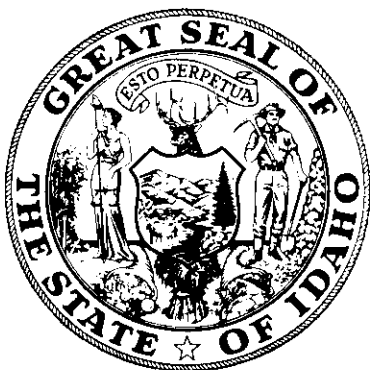
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

CHALK & TALK, 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: *October 21, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
CHALK & TALK, INC.

* * * * *

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is CHALK & TALK, INC.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 25,000, with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible unto such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 1915 Roanoke Drive, Boise, Idaho 83702, and the name of its initial registered agent is Gary L. Drown.

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EIGHTH

The number of directors constituting the initial Board of Directors is four, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>Name:</u>	<u>Address:</u>
Gary I. Shefstall	Post Office Box 1414 Boise, Idaho 83701
Jay L. Webb	1421 Garfield Boise, Idaho 83706
Gary L. Drown	1915 Roanoke Drive Boise, Idaho 83702
Frank L. Kessler	5755 Marcliffe Avenue Boise, Idaho 83704

NINTH

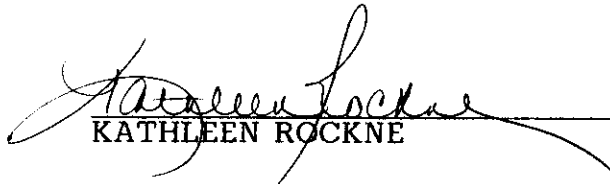
The name and address of the incorporator are as follows:

Kathleen Rockne
Post Office Box 1368
Boise, Idaho 83701

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator hereunto sets her hand and seal this 21st day of October, 1981.


KATHLEEN ROCKNE