

STATE OF IDAHO
DEPARTMENT OF WATER RESOURCES

Notice of Change in Water Right Ownership

RECEIVED

NOV 06 2020

Department of Water Resources
Eastern Region

RECEIVED

NOV 20 2020

DEV

1. List the numbers of all water rights and/or adjudication claim records to be changed. If you only acquired a portion of the water right or adjudication claim, check "Yes" in the "Split?" column. If the water right is leased to the Water Supply Bank, check "Yes". If you are not sure if the water right is leased to the Water Supply Bank, see #6 of the instructions.

Water Right/Claim No.	Split?	Leased to Water Supply Bank?	Water Right/Claim No.	Split?	Leased to Water Supply Bank?
75-7524	Yes <input checked="" type="checkbox"/>	Yes <input type="checkbox"/>		Yes <input type="checkbox"/>	Yes <input type="checkbox"/>
75-7524 + 75-14999	Yes <input type="checkbox"/>	Yes <input type="checkbox"/>		Yes <input type="checkbox"/>	Yes <input type="checkbox"/>
	Yes <input type="checkbox"/>	Yes <input type="checkbox"/>		Yes <input type="checkbox"/>	Yes <input type="checkbox"/>
	Yes <input type="checkbox"/>	Yes <input type="checkbox"/>		Yes <input type="checkbox"/>	Yes <input type="checkbox"/>
	Yes <input type="checkbox"/>	Yes <input type="checkbox"/>		Yes <input type="checkbox"/>	Yes <input type="checkbox"/>

2. Previous Owner's Name: Christine G Mc Millan, Jerry L Mc Millan
Name of current water right holder/claimant

3. New Owner(s)/Claimant(s): TRI WEST LEASING INC
New owner(s) as listed on the conveyance document Name connector ☐ and ☐ or ☐ and/or

3419 VIA LIDO STE 643 NEWPORT BEACH CA 92663
Mailing address City State ZIP
949-244-0736 grknb13@gmail.com
Telephone Email

4. If the water rights and/or adjudication claims were split, how did the division occur?
☐ The water rights or claims were divided as specifically identified in a deed, contract, or other conveyance document.
☒ The water rights or claims were divided proportionately based on the portion of their place(s) of use acquired by the new owner.

5. Date you acquired the water rights and/or claims listed above: _____

6. If the water right is leased to the Water Supply Bank changing ownership of a water right will reassign to the new owner any Water Supply Bank leases associated with the water right. Payment of revenue generated from any rental of a leased water right requires a completed IRS Form W-9 for payment to be issued to an owner. A new owner for a water right under lease shall supply a W-9. Water rights with multiple owners must specify a designated lessor, using a completed Lessor Designation form. Beginning in the calendar year following an acknowledged change in water right ownership, compensation for any rental will go to the new owner(s).

7. This form must be signed and submitted with the following **REQUIRED** items:
- ☒ A copy of the conveyance document – warranty deed, quitclaim deed, court decree, contract of sale, etc. The conveyance document must include a legal description of the property or description of the water right(s) if no land is conveyed.
 - ☒ Plat map, survey map or aerial photograph which clearly shows the place of use and point of diversion for each water right and/or claim listed above (if necessary to clarify division of water rights or complex property descriptions).
 - ☒ Filing fee (see instructions for further explanation):
 - ☐ \$25 per undivided water right.
 - ☐ \$100 per split water right.
 - ☐ No fee is required for pending adjudication claims.
 - ☐ If water right(s) are leased to the Water Supply Bank AND there are multiple owners, a Lessor Designation form is required.
 - ☐ If water right(s) are leased to the Water Supply Bank, the individual owner or designated lessor must complete, sign and submit an IRS Form W-9.

8. Signature: [Signature] C.E.O. 10/30/2020
Signature of new owner/claimant Title, if applicable Date

Signature: _____
Signature of new owner/claimant Title, if applicable Date

For IDWR Office Use Only:

Received by JB Date 11.6.2020 Receipt No. E 046418 Receipt Amt. \$ 100

Active in the Water Supply Bank? Yes ☐ No ☐ If yes, forward to the State Office for processing W-9 received? Yes ☐ No ☐

Name on W-9 _____ Approved by _____ Processed by [Signature] Date 11-24-2020



Escrow No.: 34601600902-KY

WARRANTY DEED

FOR VALUE RECEIVED

Patrick A. Pillsbury, an unmarried man

GRANTOR(S), does(do) hereby GRANT, BARGAIN, SELL AND CONVEY unto:

Tri-West Leasing Inc., a California corporation

GRANTEE(S), whose current address is: **3419 Via Lido #643, Newport Beach, CA 92663**

the following described real property in Lemhi County, Idaho, more particularly described as follows, to wit:

See attached Exhibit A

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said heirs and assigns forever. And the said Grantor(s) does(do) hereby covenant to and with the said Grantee(s), that Grantor(s) is/are the owner(s) in fee simple of said premises; that said premises are free from all encumbrances EXCEPT those to which this conveyance is expressly made subject and those made, suffered or done by the Grantee(s); and subject to reservations, restrictions, dedications, easements, rights of way and agreements, (if any) of record, and general taxes and assessments, (including irrigation and utility assessments, if any) for the current year, which are not yet due and payable, and that Grantor(s) will warrant and defend the same from all lawful claims whatsoever.

WARRANTY DEED
(continued)

IN WITNESS WHEREOF, the undersigned have executed this document on the date(s) set forth below.

Effective this 29 day of August, 2016.



Patrick A. Pillsbury

SEE NOTARY ACKNOWLEDGEMENT ATTACHED

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
 County of San Diego)
 On August 29, 2016 before me, Ethan Michael Cook, Notary Public,
 Date Here Insert Name and Title of the Officer
 personally appeared Patrick A. Pillsbury
 Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Ethan Michael Cook
 Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

EXHIBIT "A"

325803

Lots 1, 8, 9 and the easterly 14 feet of Lot 10 in Block 6; Lots 1 through 19 in Block 7; Lots 1 through 8 and Lots 10 through 21 in Block 8; Lots 5, 7, 8 and 9 in Block 9 of First Addition to Lake Creek Subdiision No. 1, according to the official plat thereof filed in Book 2 of Plats at Page 19, Records of Lemhi County, Idaho.

Also including:

All that portion of Lots 1 and 2 and the South Half of the North East Quarter of Section 2, Township 19 North, Range 21 East, Boise Meridian, Lemhi County, Idaho, lying South and Westerly of Lake Creek Subdivision No. 1 and the First Addition of Lake Creek Subdivision..

Excepting therefrom the following;

A parcel of land situated within Section 2, Township 19 North, Range 21 East, Boise Meidian, Lemhi County, Idaho, more particularly described as follows:

Commencing at a Brass Cap Monument marking the closing corner of Sections 1 and 2, Township 19 North, Range 21 East, Boise Meridian; Thence along the east line of Section 2 S. $00^{\circ} 11' 10''$ E., 1022.61 feet to a BLM Monument marking the Southeast Corner of Government Lot 1, Section 2; Thence S. $35^{\circ} 41' 39''$ W., 632.26 feet to a point on the west line of Lake Creek Subdivision No. 1, which is the point of beginning; Thence along the west line of said Subdivision S. $00^{\circ} 04' 29''$ E., 872.88 feet; Thence N. $81^{\circ} 54' 54''$ W., 223.93 feet; Thence N. $07^{\circ} 55' 36''$ E., 498.58 feet; Thence N. $10^{\circ} 13' 32''$ W., 303.83 feet; Thence N. $45^{\circ} 39' 00''$ E., 80.37 feet; Thence S. $87^{\circ} 03' 36''$ E., 148.47 feet to the point of beginning.

RECORDING REQUESTED BY
First American Title Company

AND WHEN RECORDED MAIL TO:
Patrick A. Pillsbury
20052 Pasqual Highlands Road
Romona, CA 92065

Instrument # 0000301201 # Pages: 2
LEMHI COUNTY, Idaho
Feb 12, 2016 09:18 AM Fee: \$ 13.00
For: Alliance Title - Salmon Office
TERRI J. MORTON, Recorder

AT 301118

Space Above This Line for Recorder's Use Only

WARRANTY DEED

File No.: **ALLIANCE TITLE #301118**

Date: **February 09, 2016**

For Value Received, **Jason W Roylance**, a married man, hereinafter called the Grantor, hereby grants, bargains, sells and conveys unto **Patrick A. Pillsbury**, an unmarried man, hereinafter called the Grantee, whose current address is **20052 Pasqual Highlands Road, Romona, CA 92065**, the following described premises, situated in **LEMHI County, Idaho**, to-wit:

Lots 1, 8, 9 and the easterly 14 feet of Lot 10 in Block 6; Lots 1 through 19 in Block 7; Lots 1 through 8 and Lots 10 through 21 in Block 8; Lots 5, 7, 8 and 9 in Block 9 of First Addition to Lake Creek Subdivision No. 1, according to the official plat thereof filed in Book 2 of Plats at Page 19, Records of Lemhi County, Idaho.

Also including:

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SUBJECT TO all easements, right of ways, covenants, restrictions, reservations, applicable building and zoning ordinances and use regulations and restrictions of record, and payment of accruing present year taxes and assessments as agreed to by parties above.

RECORDING REQUESTED BY
First American Title Company

AND WHEN RECORDED MAIL TO:
Patrick A. Pillsbury
20052 Pasqual Highlands Road
Romona, CA 92065

Recorded Electronically	
ID	301701
County	LEMHI
Date	2/12/16 Time 9:18am
Simplifile.com 800.480.6857	

AT 301118

Space Above This Line for Recorder's Use Only

WARRANTY DEED

File No.: **ALLIANCE TITLE #301118**

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Commencing at a Brass Cap Monument marking the closing corner of Sections 1 and 2, Township 19 North, Range 21 East, Boise Meridian; Thence along the east line of Section 2 S. 00° 11' 10" E., 1022.61 feet to a BLM Monument marking the Southeast Corner of Government Lot 1, Section 2; Thence S. 35° 41' 39" W., 632.26 feet to a point on the west line of Lake Creek Subdivision No. 1, which is the point of beginning; Thence along the west line of said Subdivision S. 00° 04' 29" E., 872.88 feet; Thence N. 81° 54' 54" W., 223.93 feet; Thence N. 07° 55' 36" E., 498.58 feet; Thence N. 10° 13' 32" W., 303.83 feet; Thence N. 45° 39' 00" E., 80.37 feet; Thence S. 87° 03' 36" E., 148.47 feet to the point of beginning.

SUBJECT TO all easements, right of ways, covenants, restrictions, reservations, applicable building and zoning ordinances and use regulations and restrictions of record, and payment of accruing present year taxes and assessments as agreed to by parties above.

Date: 02/09/2016

Warranty Deed
- continued

TO HAVE AND TO HOLD the said premises, with its appurtenances, unto the said Grantee, and to the Grantee's heirs and assigns forever. And the said Grantor does hereby covenant to and with the said Grantee, that the Grantor is the owner in fee simple of said premises; that said premises are free from all encumbrances except current years taxes, levies, and assessments, and except U.S. Patent reservations, restrictions, easements of record and easements visible upon the premises, and that Grantor will warrant and defend the same from all claims whatsoever.



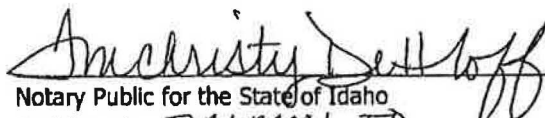
Jason W Roylance

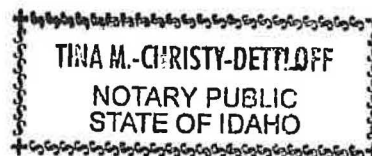


Teddy Sue Roylance

STATE OF Idaho)
SS.
COUNTY OF LEMHI)

On this 9TH DAY OF FEBRUARY, 2016, before me, a Notary Public in and for said State, personally appeared **Jason W Roylance and Teddy Sue Roylance**, known or identified to me to be the person(s) whose name(s) is/are subscribed to the within Instrument, and acknowledged to me that he/she/they executed the same.


Notary Public for the State of Idaho
Residing at: SALMON, ID
My Commission Expires: 4/5/2016



Warranty Deed

For Value Received **CLAUDIA J. BURKHARDT**, a single person,

the grantor, do hereby grant, bargain, sell and convey unto

JASON ROYLANCE, a married person,

whose current address is 5186 Road 40, Manderson, WY 82432
the grantees, the following described premises, in Lemhi County Idaho, to wit:

SEE EXHIBIT "A" ATTACHED HERETO:

The above conveyance is made free and clear of all other encumbrances except: Rights-of-way and easements, reservation in Federal patents and State deeds, or other restrictions imposed by law, building and zoning regulations and ordinances of any governmental unit, whether of sight or of record.

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee(s), his/her/their heirs and assigns forever. And the said Grantor(s) do hereby covenant to and with the said Grantee(s), that he/she/they is/are the owner(s) in fee simple of said premises; that they are free from all encumbrances and that he/she/they will warrant and defend the same from all lawful claims whatsoever.

WITNESSETH, July 26 2010

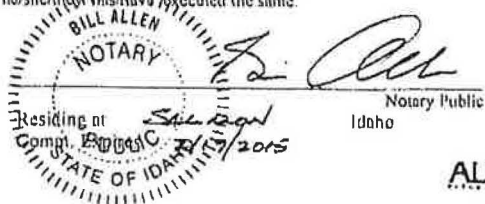
CLAUDIA J. BURKHARDT

STATE OF Idaho, County of Lemhi--ss

On this 26th day of July, 2010
before me, a notary public in and for said State, personally appeared

CLAUDIA J. BURKHARDT

Known or proved to me to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they was/were the person(s) who executed the same.



ALLIANCE

Reserved for recording information

283579

State of Idaho
County of Lemhi) SS No. _____
This instrument was filed for record at the request
of Alliance Title
at 2:00 o'clock P.M. on July 26 2010
and duly filed and indexed in the records of Lemhi
County
Tara J. Moran
Ex-Officio Recorder
By Elyse Cardin Deputy
Fee 13.00
Return to A.T.

272570

WARRANTY DEED

Order No.:3070704318L-G

FOR VALUE RECEIVED

Christine G. Smith, also known of record as Christine G. McMillan, a married woman dwelling with her sole and separate property

the grantor(s), do(es) hereby grant, bargain, sell and convey unto

Claudia J. Burkhardt, a single woman

whose current address is

PO Box 311 Wilson, WY 83014

the grantee(s), the following described premises, in Lemhi County, Idaho, TO WIT:

LOTS 1, 8, 9 AND THE EASTERLY 14 FEET OF LOT 10 IN BLOCK 6; LOTS 1 THROUGH 19 IN BLOCK 7; LOTS 1 THROUGH 8 AND LOTS 10 THROUGH 21 IN BLOCK 8; LOTS 5, 7, 8 AND 9 IN BLOCK 9 OF FIRST ADDITION TO LAKE CREEK SUBDIVISION NO. 1, ACCORDING TO THE OFFICIAL PLAT THEREOF FILED FOR RECORD IN BOOK 2 OF PLATS AT PAGE 19, RECORDS OF LEMHI COUNTY, IDAHO.

ALSO INCLUDING:

ALL THAT PORTION OF LOTS 1 AND 2 AND THE S1/2NE1/4 OF SECTION 2, TOWNSHIP 19 NORTH, RANGE 21 EAST, BOISE MERIDIAN, LEMHI COUNTY, IDAHO, LYING SOUTH AND WESTERLY OF LAKE CREEK SUBDIVISION NO. 1 AND THE FIRST ADDITION TO LAKE CREEK SUBDIVISION.

EXCEPTING THEREFROM THE FOLLOWING:

A PARCEL OF LAND SITUATED WITHIN SECTION 2, TOWNSHIP 19 NORTH, RANGE 21 EAST, BOISE MERIDIAN, LEMHI COUNTY, IDAHO, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A BRASS CAP MONUMENT MARKING THE CLOSING CORNER OF SECTIONS 1 AND 2, TOWNSHIP 19 NORTH, RANGE 21 EAST, BOISE MERIDIAN; THENCE ALONG THE EAST LINE OF SECTION 2 S. 0° 11' 10" E., 1022.61 FEET TO A BLM MONUMENT MARKING THE SOUTHEAST CORNER OF GOVERNMENT LOT 1, SECTION 2; THENCE S. 35° 41' 39" W., 632.26 FEET TO A POINT ON THE WEST LINE OF LAKE CREEK SUBDIVISION NO. 1, WHICH IS THE POINT OF BEGINNING; THENCE ALONG THE WEST LINE OF SAID SUBDIVISION S. 0° 04' 29" E., 872.88 FEET; THENCE N. 81° 54' 54" W., 223.93 FEET; THENCE N. 7° 55' 36" E., 498.58 FEET; THENCE N. 10° 13' 32" W., 303.83 FEET; THENCE N. 45° 39' 00" E., 80.37 FEET; THENCE S. 87° 03' 36" E., 148.47 FEET TO THE POINT OF BEGINNING.

TO HAVE AND TO HOLD the said premises, with their appurtenances unto the said Grantee, heirs and assigns forever. And the said Grantor does hereby covenant to and with the said Grantee(s), that (s)he is/are the owner(s) in fee simple of said premises; that they are free from all encumbrances Except, Current Year Taxes, conditions, covenants, restrictions, reservations, easements, rights and rights of way, apparent or of record.

And that (s)he will warrant and defend the same from all lawful claims whatsoever.

264112

Quitclaim Deed

For Value Received I, Jerry L McMillan do hereby convey, release, remise and forever quit claim unto Christine G Smith, formerly known as Christine G McMillan, whose current address is PO Box 1088, 2198 Cottontree Lane, Beaver, UT 84713, the following described premises to wit:

See Exhibit A

together with their appurtenances.

Dated:

[Signature]

JERRY L MCMILLAN
8-19-05

STATE OF IDAHO

County of NEZ PERCE

On this day of 19TH AUGUST, 2005, before me, the

undersigned, a Notary Public in and for said state, personally appeared

JERRY L MCMILLAN, known to me to be the

person whose name is subscribed to the within instrument, and acknowledged to me that

s/he executed the same.



[Signature]
NOTARY PUBLIC for Idaho
Residing at: 835 MAIN ST.
LEWISTON, ID 83501
My Commission Expires:
AUG. 9, 2010

264112

LAKE CREEK SUB 1ST ADD
LOT 1 LESS FR T-3839
BLOCK 7

LAKE CREEK SUB 1ST ADD
LOT 9 & E 14' OF LOT 10
BLOCK 6

LAKE CREEK SUB 1ST ADD
LOT 8
BLOCK 6

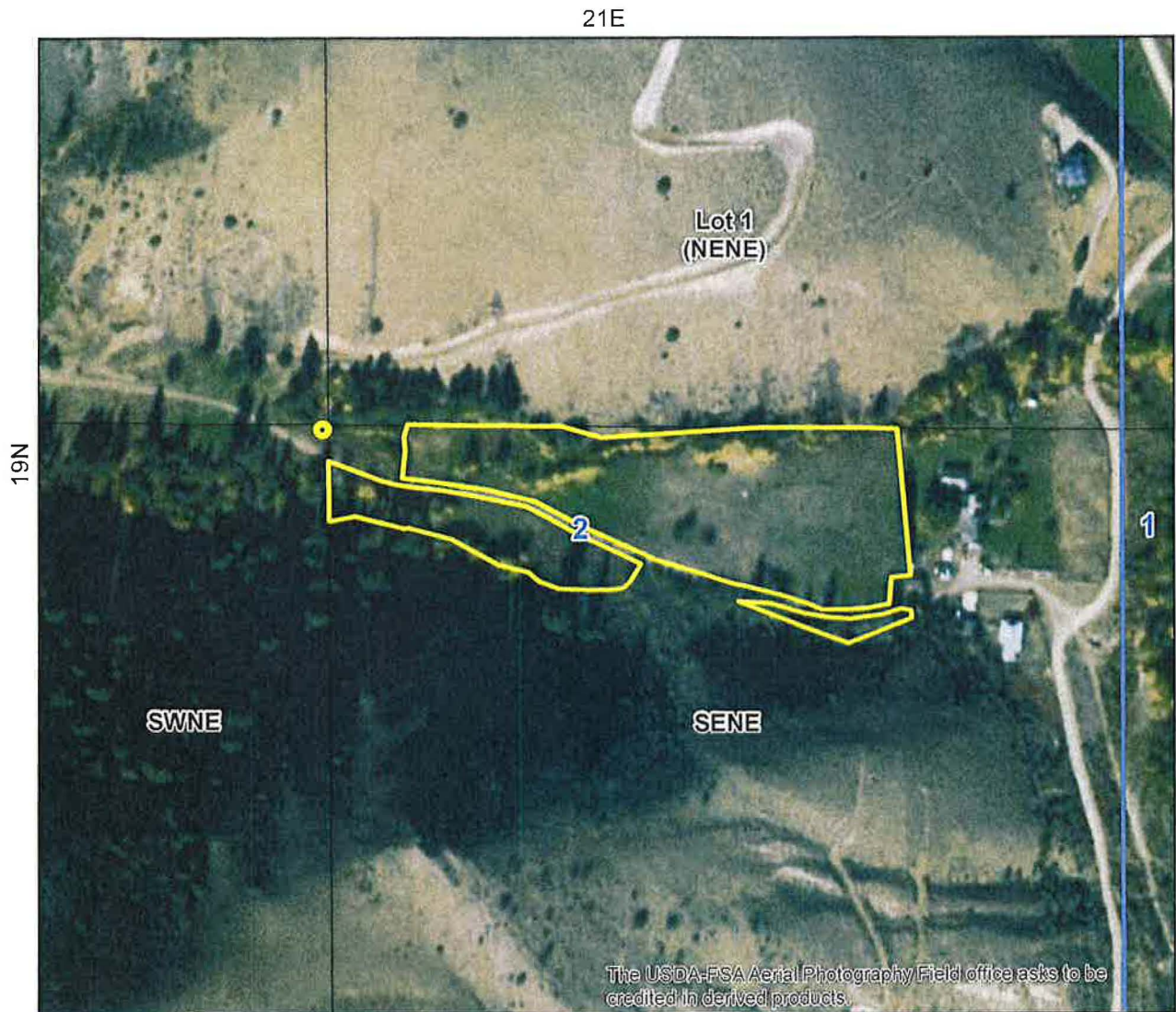
LAKE CREEK SUB 1ST ADD
LOT 1
BLOCK 6






LOT 1 LESS LK CRK SUB (3.09 AC)

LOT 2 LESS LK CRK SUB (21.97 AC)

S2NE4 LESS LK CRK SUB (48.3 AC) LESS FR T-3839 02 19 21

State of Idaho
Department of Water Resources
Water Right License
75-7524



-  Point of Diversion
-  Place Of Use Boundary
-  Townships
-  PLS Sections
-  Quarter Quarters

0 0.035 0.07 0.14 Miles





State of Idaho

DEPARTMENT OF WATER RESOURCES

322 E FRONT ST STE 648 PO BOX 83720 • BOISE, ID 83720-0098

Phone: (208)287-4800 • Fax: (208)287-6700 • Website: www.idwr.idaho.gov

Brad Little
Governor

Gary Spackman
Director

November 24, 2020

TRI WEST LEASING INC
3419 VIA LIDO STE 643
NEWPORT BEACH CA 92663-3908

Re: Change in Water Right Ownership: 75-7524 (Split into 75-7524 and **75-14999**)

Dear Water Right Holder(s):

The Department of Water Resources (Department) acknowledges the receipt of correspondence changing ownership of a portion of the above referenced water right(s) to you. The Department has modified its records based on the information received and has enclosed a computer-generated report for you.

Your portion of each water right(s) has a specified point of diversion, nature of use and place of use. If you plan to change the authorized point of diversion, nature of use, or place of use, including adding a new point of diversion, you must file an Application for Transfer of Water Right. If you do not plan to change any elements of your water right, then no further action is required at this time.

The portion of the water right retained by the original right holder retains the original water right number. The Department is sending the original right holder a copy of this letter and a computer-generated report showing the changes to the original water right.

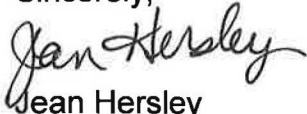
Updating the ownership record for a water right does not reconfirm the validity of the right. When processing a Notice of Change in Water Right Ownership, the Department does not review the history of water use to determine if the right has been forfeited or deliberately abandoned through five years or more of non-use. To read more about water right forfeiture, including how to protect a water right from forfeiture, please see Idaho Code §§ 42-222 and 42-223.

Please note, water right owners are required to report any change of water right ownership and any change of mailing address to the Department within 120 days of the change. Reporting forms are available from any office of the Department, or from the Department's website.

Also note, the Department received check # 1099 for \$100.00 from Kort Gilbert with water right reports for water right 75-93D, 75-14748 & 75-14873. There was no Notice of Change in Water Right Ownership form attached. However, water right 75-93D is not appurtenant to any property owned by Tri West Leasing. Water right 75-14873 was split from 75-93D and is in the name of Tri West Leasing Inc. Water right 75-14748 is already in the name of Tri West Leasing, Inc. The \$100.00 that was received will be refunded. The Department will also refund the \$100.00 received for the ownership change for water right 75-7524 (check # 1098). This filing fee was paid in October, 2016 with another Notice of Change in Water Right Ownership. You will be receiving a refund of \$200.00 under separate cover from the Idaho State Controller's Office within 10 days.

If you have any questions concerning the enclosed information, please contact me at (208) 287-4942.

Sincerely,

A handwritten signature in cursive script that reads "Jean Hersley".

Jean Hersley
Technical Records Specialist 2

Enclosure(s)

c: CHRISTINE G MC MILLAN
JERRY L MC MILLAN

MEMORANDUM

TO: Sascha Marston
FROM: Jean Hersley
DATE: November 24, 2020
RE: **Refund: Overpayment for 4 ownership changes**

Please refund \$200.

NAME: KORT GILBERT
3419 VIA LIDO STE 643
NEWPORT BEACH CA 92663

RECEIPT #: E046418 & E046419

Thank you.

Jean

Hersley, Jean

From: Hersley, Jean
Sent: Tuesday, November 24, 2020 11:40 AM
To: IdwrPayable
Subject: Refund for Kort Gilbert
Attachments: Kort Gilbert.doc

Please process as soon as possible. Thank you.

Jean



**California Secretary of State
Electronic Filing**

FILED

Secretary of State
State of California

Corporation - Statement of Information No Change

Entity Name:

TRI-WF

Entity (File) Number: C1407355

File Date: 05/21/2020

Entity Type: Corporation

Jurisdiction: CALIFORNIA

Document ID: GF75651

There has been no change in any of the information contained in the previous complete Statement of Information filed with the California Secretary of State.

By signing this document, I certify that the information is true and correct and that I am authorized by California law to sign.

Electronic Signature: Gilbert R Kort

Use bizfile.sos.ca.gov for online filings, searches, business records, and resources.

Document ID: GF

1407355

ARTICLES OF INCORPORATION
OF
TRI-WEST LEASING, INC.

FILED
In the office of the Secretary of State
of the State of California

MAY 15 1987

March Fong Eu
MARCH FONG EU, Secretary of State

I

The name of this corporation is:

TRI-WEST LEASING, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California ("GCL") other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of the corporation's initial agent for the service of process is:

GILBERT R. KORT
11261 Washington Blvd.
Culver City, Calif. 90230

IV

The corporation is authorized to issue only one class of shares of stock and the total number of shares which the corporation is authorized to issue is one million.

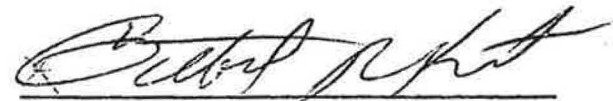
V

All of the corporation's issued shares of capital stock of all classes shall be held of record by not more than thirty-five (35) persons, as provided by GCL Section 158. This corporation is a close corporation.

Dated this 1st day of May, 1987


Incorporator GILBERT R. KORT

I hereby declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and deed.


Incorporator GILBERT R. KORT