

**ARTICLES OF INCORPORATION
OF
TMBB PUBLISHING COMPANY**

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

The undersigned acting as the incorporator of a corporation for profit pursuant to § 7-102-101 of the Colorado Business Corporation Act (the "Act") hereby adopts the following Articles of Incorporation, delivers them to Colorado Secretary of State for filing and certifies the following:

**ARTICLE I
Name**

20021324235 M
\$ 50.00
SECRETARY OF STATE
11-21-2002 14:49:15

The name of the corporation is TMBB Publishing Company (the "Corporation").

**ARTICLE II
Capital**

2.1 Authorized Capital. The aggregate number of shares of all classes of stock that the Corporation shall have authority to issue is 100,000 shares, each having \$.001 par value per share, all of which shall be classified as common stock.

2.2 Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors.

2.3 Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, out of the assets available for distribution to its shareholders, to share ratably among themselves in proportion to the respective amounts that would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

2.4 Voting. Each holder of Common Stock of record shall have one vote for each share of stock outstanding and in his name on the books of the Corporation. Cumulative voting shall not be allowed in the voting of directors or for any other purpose.

**ARTICLE III
No Preemptive Rights**

No shareholder of the corporation shall have any preemptive or similar rights to acquire or subscribe for any additional unissued shares of stock, or other securities of any class, or rights, warrants or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

COMPUTER UPDATE COMPLETE
BB

ARTICLE IV

Board of Directors

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors. The number and terms of office of the directors and provisions regarding their election, duties, qualifications, removal and filling of vacancies shall be as set forth in the Bylaws. There shall not be cumulative voting for directors.

ARTICLE V

Limitation on Liability

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Act relating to any unlawful distribution; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VI

Indemnification

The corporation shall indemnify officers, directors, employees or agents to the extent provided in the bylaws.

ARTICLE VII

Offices

7.1 Registered Agent. The street address of the initial registered office of the corporation is 826 College Avenue, Boulder, CO 80302. The name of its registered agent at such address is David P. McCloskey. The written consent of the registered agent to the appointment as such is attached below.


7.2 Principal Office. The address of the corporation's principal office is 11001 W. 120th Ave., Suite 310, Broomfield, CO 80021.

ARTICLE VIII
Incorporator

The name and address of the incorporator are:

Peter-Christian Olivo
4888 Pearl East Circle, Suite 101
Boulder, Colorado 80301

Dated: November 20, 2002

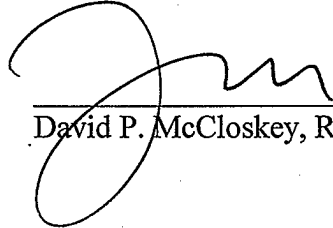


Peter-Christian Olivo

**TMBB PUBLISHING COMPANY
REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

The undersigned, David P. McCloskey, hereby consents to appointment as the registered agent for TMBB Publishing Company.

Dated: November 20, 2002



David P. McCloskey, Registered Agent