



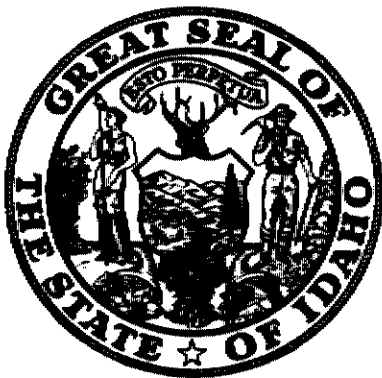
**CERTIFICATE OF INCORPORATION
OF**

UGAKI & ASSOCIATES, 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 the above named corporation, 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: February 1, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by *Joella M. Maurer*

ARTICLES OF INCORPORATION
OF
UGAKI & ASSOCIATES, INC..

REC-11-5
SEC. 11-5
88 FEB 1 PM 2 09

The undersigned, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: That the name of the corporation is:

UGAKI & ASSOCIATES, INC.

SECOND: That the period of its duration is perpetual.

THIRD: That the purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: That the aggregate number of shares which the corporation shall have authority to issue is one hundred thousand shares (100,000), all of one class, of no par value per share.

FIFTH: That the address of the initial registered office of the corporation is 2990 S. Yellowstone, P.O. Box 1465, Idaho Falls, Idaho 83403; that the name of its initial registered agent at such address is: Jack Ugaki.

SIXTH: The Shareholders of the corporation may, from time to time, distribute to themselves out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provisions:

(a) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent.

(b) No such distribution shall be made unless it is authorized by the affirmative vote of the holders of a majority of the outstanding shares.

(c) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the Stockholder receiving the same concurrently with the distribution thereof.


SEVENTH: That the number of Directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the Stockholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Jack S. Ugaki	2990 S. Yellowstone P.O. Box 1465 Idaho Falls, Idaho 83403

EIGHTH: That the names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Jack S. Ugaki	2990 S. Yellowstone P.O. Box 1465 Idaho Falls, Idaho 83403

Dated this 29th day of January, 1988.




Jack S. Ugaki

STATE OF IDAHO)
) ss.
County of Bonneville)

ON THIS 29th day of January, 1988, before me, Dwight E. Baker, a Notary Public in and for said State, personally appeared JACK S. UGAKI, known to me to be the persons whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12/9/93