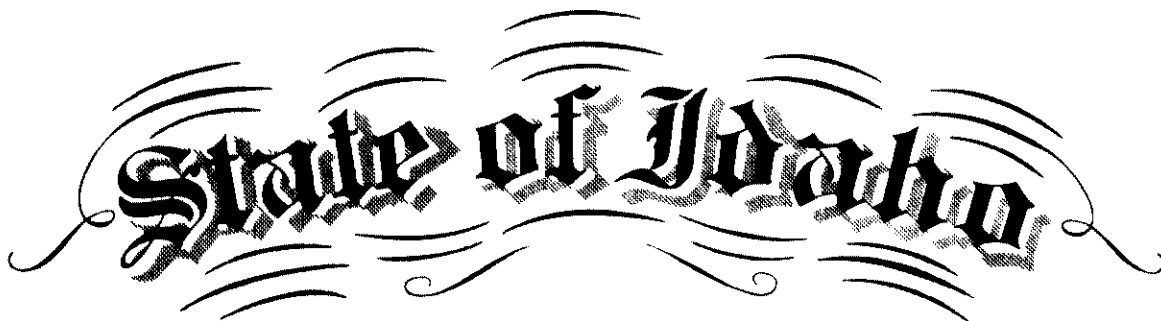


94009



CERTIFICATE OF INCORPORATION
OF

ROBERT & GWEN DREYER, 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: **December 20, 1990**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Eugene M. [Signature]*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

90 DEC 20 AM 8 58

ROBERT & GWEN DREYER, INC.

I, the undersigned, to form a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

I.

The name of the corporation is ROBERT & GWEN DREYER, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code.

IV.

The aggregate number of shares which the corporation shall have the authority to issue is Fifty Thousand (50,000) shares, all of one class, ONE DOLLAR (\$1.00) par value.

V.

The address of the initial registered office of the corporation and the initial registered agent at such address is:

INITIAL REGISTERED AGENT

ADDRESS

DONNA NIXON

E. 253 Miles Avenue
Hayden Lake, Idaho 83835

VI.

The name and post office address of the incorporator hereof and of the persons who shall serve as initial directors until the first annual meeting of the shareholders are:

INCORPORATOR

ADDRESS

ROBERT DREYER

P.O. Box 1104
Coeur d'Alene, Idaho 83814

DIRECTOR

ROBERT DREYER

P.O. Box 1104
Coeur d'Alene, Idaho 83814

GWEN DREYER

P.O. Box 1104
Coeur d'Alene, Idaho 83814

VII.

The stock of the corporation shall be non-assessable common stock.

VIII.

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.

b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:

1. If the director votes for or assents to the declaration of any dividend or other distribution of the assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.

2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

4. For any transaction from which the director derives an improper personal benefit,

ROBERT DREYER

On this 18th day of December, 1990, before me, the undersigned Notary Public, personally appeared **ROBERT DREYER**, known to me or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

Maic S Wallace
Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires: 8/18/93