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State of Idaho

Department of State

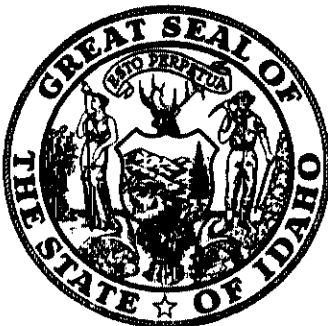
CERTIFICATE OF INCORPORATION OF

LUBOVISKI, WYGLE, FALLOWFIELD & WILLIAMSON, P.A.

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 30, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

ARTICLES OF INCORPORATION

OF

RECEIVED
SEC. OF STATE

LUBOVISKI, WYGLE, FALLOWFIELD & WILLIAMSON, P.A.

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The undersigned, acting as Incorporator of a corporation under the "Professional Service Corporation Act", Title 30, Chapter 13, Idaho Code, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Luboviski, Wygle, Fallowfield & Williamson, P.A.

ARTICLE II

The corporation shall have a perpetual existence.

ARTICLE III

The purpose for which said corporation is organized is for the specific purpose of rendering professional legal services which professional legal services are authorized to be performed by professional corporations incorporated under the "Professional Service Corporation Act."

ARTICLE IV

The total number of shares of stock which the corporation has authority to issue is 1000 shares without par value, all of one class.

ARTICLE V

The shareholders of the corporation shall have the power to include in the Bylaws, adopted by a three-quarters majority of the

stockholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details thereof, shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares. No shareholder of the corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of the corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder shall become legally disqualified to practice law in the State of Idaho, or be elected to a public office, or accept employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares of stock shall immediately become subject to purchase by the corporation in accordance with the Bylaws adopted by the shareholders.

ARTICLE VI

The address of the initial registered office of the corporation shall be The Station, 460 Sun Valley Road, Suite 205, Ketchum, Idaho, 83340, and the mailing address of said office shall

be P.O. Box 1172, Ketchum, Idaho, 83340, and the name of its initial registered agent at such address shall be Robert I. Fallowfield.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be four (4) and the names and addresses of the persons who are to serve as Directors, each of whom is authorized by law to practice in the State of Idaho the profession of law, until the first annual meeting of Shareholders or until their successors are elected and shall qualify are:

Barry J. Lubovski
P.O. Box 1172
Ketchum, Idaho 83340

Janet C. Wygle
P.O. Box 1172
Ketchum, Idaho 83340

Robert I. Fallowfield
P.O. Box 1172
Ketchum, Idaho 83340

Ned C. Williamson
P.O. Box 1881
Hailey, Idaho 83333

The name and address of the Incorporator hereof is:

Robert I. Fallowfield
P.O. Box 1172
Ketchum, Idaho 83340

DATED this 29 day of December, 1992.


Robert I. Fallowfield
Incorporator