

State of Idaho

Department of State.

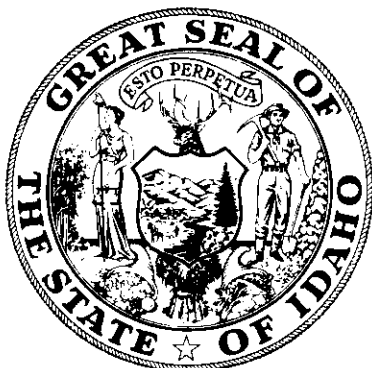
CERTIFICATE OF AUTHORITY OF

FIRST MANAGEMENT SERVICE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of FIRST MANAGEMENT SERVICE, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to FIRST MANAGEMENT SERVICE, INC. to transact business in this State under the name FIRST MANAGEMENT SERVICE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated July 15, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is First Management Service, Inc.
2. *The name which it shall use in Idaho is First Management Service, Inc.
3. It is incorporated under the laws of Utah
4. The date of its incorporation is May 15, 1981 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is Suite 500, Judge Building, Salt Lake City, Utah 84111
6. The address of its proposed registered office in Idaho is 303 Spaulding Building, Pocatello, Idaho 83204, and the name of its proposed registered agent in Idaho at that address is Johnson and Olson, Chartered
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: farming

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Von Jenson</u>	<u></u>	<u>1725 Juhlo Drive, Sandy, Utah</u>
<u>Sharyn Jenson</u>	<u></u>	<u>1725 Juhlo Drive, Sandy, Utah</u>
<u>O. Robert Meredith</u>	<u></u>	<u>2455 Emerson Ave., SLC, Utah</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>10,000</u>	<u>Common</u>	<u>0.01</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
None		

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 1, 19 81

By Sharyn Jensen
W. Jensen

Its _____ President
and _____
Its _____ Secretary

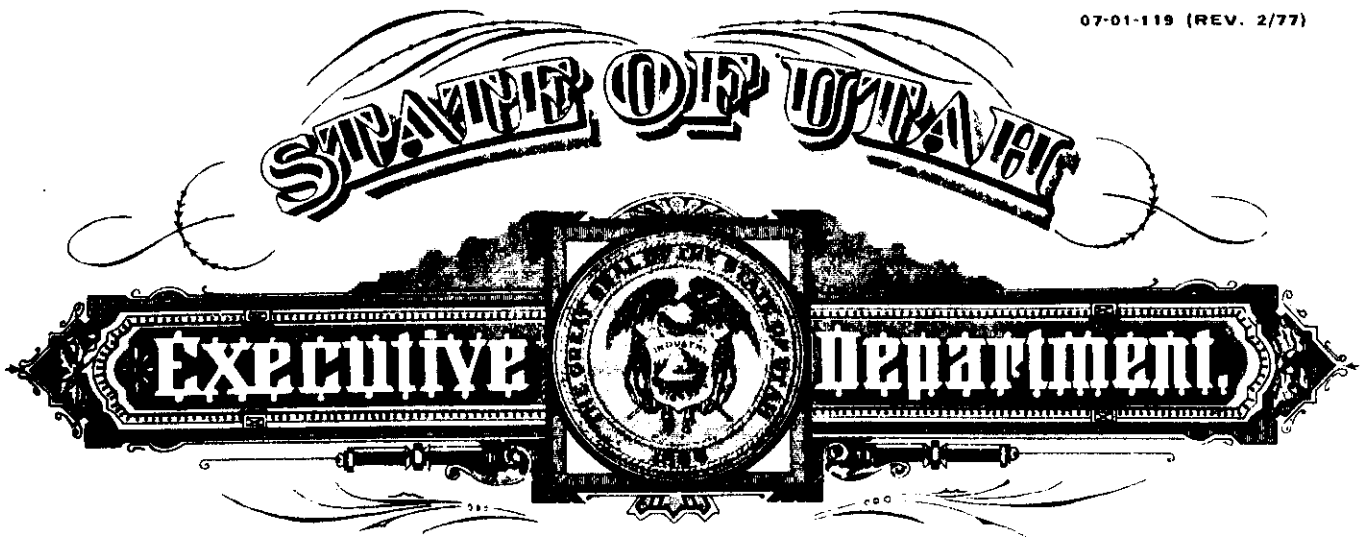
STATE OF Utah)
COUNTY OF Salt Lake) ss:

I, Dean Shepherd, a notary public, do hereby certify that on this 1st day of July, 19 81, personally appeared before me _____, who being by me first duly sworn, declared that he is the _____ of _____

that he signed the foregoing document as _____ of the corporation and that the statements therein contained are true.

Dean Shepherd
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.



Office of Lieutenant Governor

RECORDS SECTION

I, DAVID S. MONSON, LIEUTENANT GOVERNOR OF THE STATE OF UTAH, DO HEREBY CERTIFY THAT the attached is a full, true and correct copy of the Articles of Incorporation of FIRST MANAGEMENT SERVICE, INC., a Utah Corporation, filed in this office on June 13, 1978. Said Corporation is in Good Standing

JUL 15 1981

AS APPEARS OF RECORD IN MY OFFICE.

File # 077618

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Utah at Salt Lake City, this 1st day of July A.D. 19 81

David S. Monson
LIEUTENANT GOVERNOR

FILED In the office of the Lt. Gov./Sec. of State, of the State of Utah, on the 13th day of June A.D. 1978 ARTICLES OF INCORPORATION

DAVID S. MONSON
Lt. Gov./Sec. of State

Filing Clerk [Signature] Fees 50.00 OF FIRST MANAGEMENT SERVICE, INC.

77618

WE, THE UNDERSIGNED, natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Utah Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is FIRST MANAGEMENT SERVICE, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are:

A. To engage generally in the business of any lawful activity for which corporations may be organized under the Utah Business Corporation Act.

B. To buy, sell, hold and deal in any and all property, real and personal, tangible and intangible; to contract and obligate the corporation for any lawful pursuit.

C. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of anyone or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could so, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

D. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general power of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

251173348/13/78

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of par value stock at \$ 0.01 per share. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at such election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - CAPITALIZATION

The corporation will not commence business until consideration of a value of at least \$ 1,000.00 has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is: Von Jenson
1270 East 8600 South, Suite 12, Sandy, Utah 84070

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is three (3). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Von Jenson
1725 Juhlo Drive
Sandy, Utah 84070

Sharyn L. Jenson
1725 Juhlo Drive
Sandy, Utah 84070

O. Robert Meredith
2455 Emerson Ave.
Salt Lake City, Utah

ARTICLE X - INCORPORATORS

Von Jenson
1725 Juhlo Drive
Sandy, Utah 84070

Sharyn L. Jenson
1725 Juhlo Drive
Sandy, Utah 84070

O. Robert Meredith
2455 Emerson Ave.
Salt Lake City, Utah


ARTICLE XI

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS


No contract or other transaction between this corporation, anyone or more of its Directors, or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes approves or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

Dated this May day of 15, 1978.



Von Jenson



Sharyn L. Jenson

O. Robert Meredith

State of Utah)
County of Salt Lake) ss.

I. Barbara J. Black, a Notary Public, hereby certify that on the 13th day of June, 1978, Stan Jensen, Sharon L. Jensen, O. Robert Meredith, personally appeared before me who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators and that the statements therein contained are true.

Barbara J. Black
Notary Public

My Commission Expires:

Aug 23rd 1980

Salt Lake City, Utah
Residing at: