



CERTIFICATE OF INCORPORATION
OF

EISMANN & WOOD, P.A.

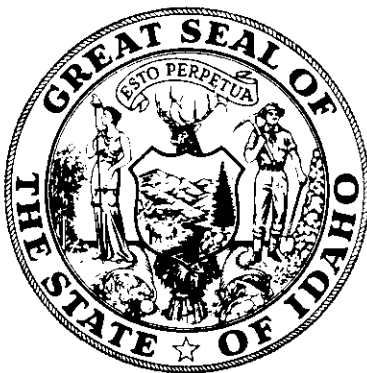
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

EISMANN & WOOD, P.A.

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 21, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

EISMANN & WOOD, P.A.

(A Professional Corporation)

We, the undersigned, natural persons over the age of eighteen years do hereby form a professional corporation under the laws of the State of Idaho, as contained in Chapter 13 of Title 30, Idaho Code, entitled "Professional Service Corporation Act," and to that end do hereby certify:

ARTICLE I
NAME

The name of the corporation shall be Eismann & Wood,
P.A.

ARTICLE II
PURPOSES AND POWERS

The purposes for which the corporation is organized
are:

A. To engage in the professional practice of law as a professional corporation as the same is now or hereafter defined by statute, rule and regulation;

B. To invest funds in real property, personal property, mortgages, stocks, bonds or any other types of investments and to own or lease real or personal property necessary for the rendering of such professional services; and

C. To engage in such other businesses or professions as may be authorized or permitted by the Professional Service Corporation Act (Chapter 13 of Title 30 of the Idaho Code) and to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30 of the Idaho Code).

ARTICLE III
DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located at 703 Dearborn Street, Caldwell, Canyon County, Idaho. The post office address of the registered office of said corporation in the State of Idaho, County of Canyon, shall be 703 Dearborn Street, Caldwell, Idaho 83605-4116. Daniel T. Eismann shall be the registered agent at the address set forth above.

ARTICLE V
CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all of which shall have a par value of \$1.00 per share.

ARTICLE VI
INCORPORATOR

The names and addresses of the incorporators are:

NAME	ADDRESS
Daniel T. Eismann	703 Dearborn Caldwell, Idaho 83605
Roderick B. Wood	Route No. 2, Rim Drive Wilder, Idaho 83676

ARTICLE VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

There shall be two (2) directors on the initial Board and they shall be Daniel T. Eismann and Roderick B. Wood, who shall serve as directors until their successors are elected and qualified.

ARTICLE VIII
BY-LAWS

The power to adopt, repeal and amend the By-laws of the corporation shall be in the stockholders and the By-laws may be amended, adopted or repealed by the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands this 19 day of February, 1985.



Daniel T. Eismann

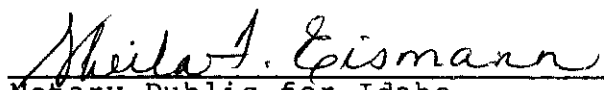


Roderick B. Wood

STATE OF IDAHO)
County of Canyon) ss.

On this 19 day of February, 1985, before me, the undersigned, a notary public in and for said county and state, personally appeared Daniel T. Eismann, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.



Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expires: 12-12-86

STATE OF IDAHO)
County of Canyon) ss.

On this 19 day of February, 1985, before me, the undersigned, a notary public in and for said county and state, personally appeared Roderick B. Wood, known to me to be the person whose name is subscribed to the within 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 same day and year in this certificate first above written.

Sheila L. Eismann
Notary Public for Idaho
Residing at Caldwell, Idaho
My Commission Expires: 12-12-86