

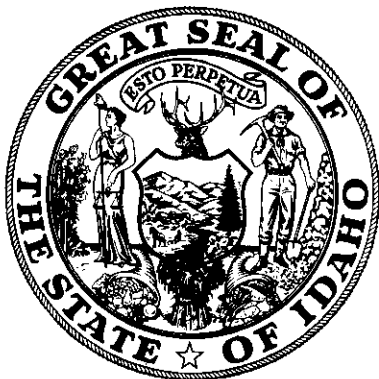
**CERTIFICATE OF INCORPORATION
OF**

LEADERSHIP RESOURCES, 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: **June 4, 1985**



A handwritten signature in cursive script, which appears to read "Pete T. Cenarrusa", is written over a horizontal line.

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION^{85 JUN 4 PM 2 17}
OF
LEADERSHIP RESOURCES, INC. SEC 11-1-15 DE

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

FIRST: The name of the corporation is LEADERSHIP RESOURCES, INC.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is two (2) at par value of \$1.00.

FIFTH: Provisions denying preemptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are none.

SEVENTH: The address of the initial registered office of the corporation is 3102 North Mountain, Boise, Idaho 83702 and the name of its initial registered agent at such address is Paul L. Ralston.

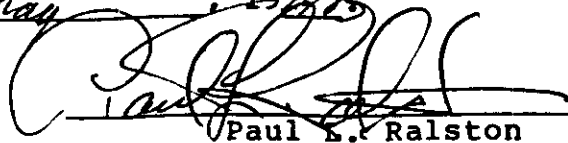
EIGHTH: The number of directors constituting the initial board of directors of the corporation is four (4) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Paul L. Ralston	3102 North Mountain, Boise, Idaho 83702
Betty Lou Ralston	3102 North Mountain, Boise, Idaho 83702
Floyd A. Decker	1903 N. 9th St., Boise, Idaho 83702
Mary Louise Treasure	1903 N. 9th St., Boise, Idaho 83702

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Paul L. Ralston	3102 North Mountain, Boise, Idaho 83702
Floyd A. Decker	1903 N. 9th St., Boise, Idaho 83702

DATED This 29th day of May, 1968


Paul E. Ralston

Floyd A. Decker
Floyd A. Decker

STATE OF Idaho, County of Ada ss.

On this 29th day of May, 1985, before me, a Notary Public in and for said State, personally appeared Paul H. Ralston and Floyd A. Necker known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

Brenda Brewer

SEAL

Notary Public for Idaho
Residing at Ada - Boise
My Commission expires 4-19-87