

ARTICLES OF INCORPORATION

OF

MELCO PROPERTIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned does hereby establish MELCO, Inc. as a corporation under the provisions of Chapter 1, Title 30, Idaho Code, and in furtherance of said purpose does hereby certify:

1. **Name.** The name of the Corporation is MELCO PROPERTIES, INC.
2. **Purposes.** The Corporation is established for carrying on any and all business that a corporation may conduct within the State of Idaho.
3. **Duration.** The Corporation shall have perpetual existence.
4. **Authorized Shares.** The aggregate number of shares which the Corporation shall have authority to issue is 5,000 shares of the par value of \$1.00 each, all of one of class, which shall be designated common stock.
5. **Registered office and agent.** The address of the initial registered office of the Corporation is 3892 North Sawgrass Place, Boise, Idaho 83704. The name of the initial registered agent at such address is Mary E. Liese.
6. **Directors.** The management of the affairs of the Corporation shall be vested in the Board of Directors. The Board shall initially consist of one director, namely, Mary E. Liese. The Board, pursuant to procedures established in the Bylaws of the Corporation, may increase the number of directors to a maximum of three, provided that no person shall serve as a director who is not a shareholder of the corporation. Other qualifications of the directors, their terms of office, and manner of election or appointment shall be as provided

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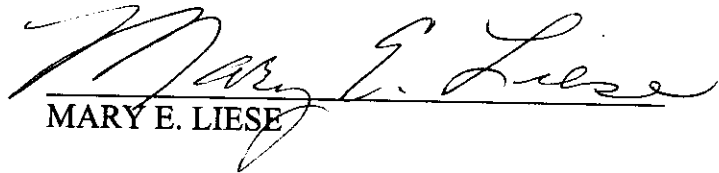
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for in the Bylaws. Mary E. Liese, ³⁸⁹²~~3892~~ North Sawgrass Place, Boise, Idaho 83704, shall serve as sole director until the first annual meeting of shareholders or until his successor or successors be selected and qualify.

7. **Incorporator.** The name and address of the incorporator of this Corporation is Mary E. Liese, ~~3892~~ North Sawgrass Place, Boise, Idaho 83704.

8. **Amendments.** These Articles of Incorporation may be altered or amended in any manner as provided by law.

IN WITNESS WHEREOF, these Articles have been signed this 16th day of February, 2001.


MARY E. LIESE