

State of Idaho

Department of State

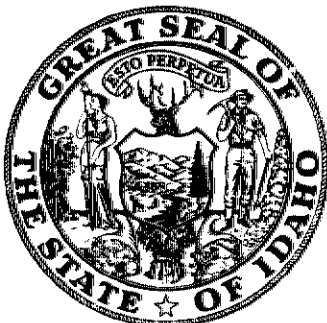
CERTIFICATE OF INCORPORATION OF

MOMENTUM MANAGEMENT CORPORATION
File number C 118534

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: March 5, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
MOMENTUM MANAGEMENT CORPORATION

MAR 5 8 43 AM '97
SECRETARY
STATE

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is Momentum Management Corporation.

ARTICLE TWO. Duration. The period of duration of the corporation is perpetual.

ARTICLE THREE. Purposes. The purpose of the corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR. Stock.

(a) The total number of shares of stock the corporation shall have authority to issue is 100,000 shares of common stock all of one class, without par value.

(b) The transfer of shares of stock of the corporation shall be restricted as set forth in the Bylaws of the corporation or in any agreement between the corporation and its shareholders.

ARTICLE FIVE. Two-Thirds Shareholder Vote Required. At least two-thirds (2/3) of the shares entitled to vote, represented in person or by proxy, shall be required to approve or authorize any of the following:

(a) The public offering of any shares of stock or other securities of the corporation.

(b) A merger of the corporation with or into any corporation or other entity.

(c) The sale of all or substantially all of the assets of the corporation.

(d) The amendment of the Articles of Incorporation or Bylaws of the corporation.

ARTICLE SIX. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is 20 West 1st South, Rexburg, Idaho 83440. The name of the corporation's initial registered agent at such address is David J. Morris.

IDAHO SECRETARY OF STATE

DATE 03/05/1997

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OR # 1145 DIST 22233

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ARTICLE SEVEN. Directors. The board of directors shall consist of one or more directors. The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
David J. Morris	2644 West 1000 North Rexburg, Idaho 83440
Gayle C. Morris	2644 West 1000 North Rexburg, Idaho 83440

ARTICLE EIGHT. Incorporator. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David J. Morris	2644 West 1000 North Rexburg, Idaho 83440

ARTICLE NINE. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not eliminate or limit the liability of a director:

(a) For any breach of the director's duty of loyalty to the corporation or its shareholders;

(b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Provided for under section 30-1-48, Idaho Code; or

(d) For any transaction from which the director derived an improper personal benefit.

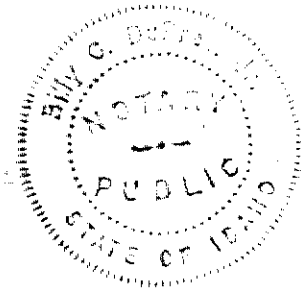
EXECUTED in duplicate on March 3, 1997.

INCORPORATOR

David J. Morris
David J. Morris

STATE OF IDAHO)
):ss
County of Madison)

On this 3rd day of March, in the year of 1997, before me, a Notary Public in and for said State, personally appeared David J. Morris, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.



Billy G. DePree, Jr.
Notary Public for Idaho
Residing in: Rexburg, ID
My Commission Expires: 12/3/98