

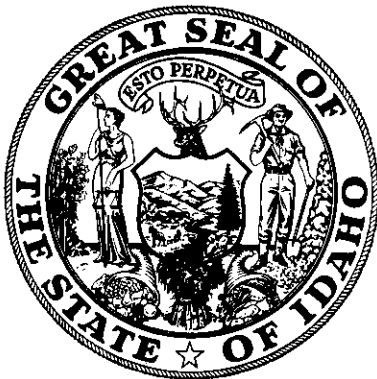
**CERTIFICATE OF INCORPORATION
OF**

WHITNEY-HOLLENBECK & ASSOCIATES, 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: **May 7, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa". The signature is written in dark ink and is positioned above the title "SECRETARY OF STATE".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

WHITNEY-HOLLENBECK & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Whitney-Hollenbeck & Associates, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 1000

Such shares are to consist of one class only. The par value of each of such shares shall be \$.05, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 1927 Idaho St;

Lewiston, Idaho 83501

The name of the corporation's initial registered agent at such address is: Ellis L. Whitney

EIGHTH

The number of directors constituting the initial Board of Directors is: 2

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Ellis L. Whitney Pres.

ADDRESS 1927 Idaho St. Lewiston, Idaho 83501

NAME Dorothy Hollenbeck Vice-Pres.

ADDRESS 3315 4th Lewiston, Idaho 83501

NAME Dorothy Hollenbeck Sec.
ADDRESS 3315 4th Lewiston, Idaho 83501
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Ellis Whitney
ADDRESS 1927 Idaho St. Lewiston, Idaho 83501
NAME Dorothy Hollenbeck
ADDRESS 3315 4th Lewiston, Idaho 83501
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 6 day of May, 1985.

Ellen Whitney
President

Dorothy J. Hollenbeck
Vice-President

Dorothy J. Hollenbeck
Secretary

STATE OF IDAHO

County of Nebo } ss.

On this 6 day of May, 1985,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared:

Ellen Whitney
Dorothy J. Hollenbeck

known to me to be the persons whose names are subscribed to
the within and foregoing instrument, and acknowledged to me
that they executed the same, and that they were persons of
lawful age and citizens of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certifi-
cate first above written.

(Seal)

May Ann Mark
Notary Public for Idaho
Residing at: Leavitt
My commission expires: 3/25/88