



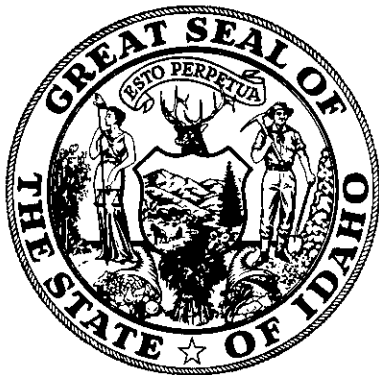
CERTIFICATE OF INCORPORATION
OF

ASPEN MANAGEMENT GROUP, 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: **August 28, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Nicki Rost*

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Articles of Incorporation

of

ASPEN MANAGEMENT GROUP, INC.

We the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following articles of incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation shall be Aspen Management Group, Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE AND POWERS

The purpose and powers of the corporation shall be as follows:

1. To carry on a consulting service business for all purposes, both intrastate and interstate.
2. To own, acquire and develop real estate and to sell, lease, mortgage, and operate the same.

The foregoing shall be construed as business pursuits and powers and the enumeration of any specific business purpose or power shall not be held to limit, abridge or restrict in any manner the general powers expressed herein.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is fifty thousand (50,000) of no par value stock.

ARTICLE V

COMMENCING BUSINESS

The corporation shall not commence business until at least two hundred and no/100 (\$200.00) dollars has been received by it as consideration for the issuance of shares.

ARTICLE VI

PLACE OF BUSINESS

The principal place of business of this corporation shall be Pocatello, Idaho, however, the corporation is authorized to do business at any point in the United States as shall be advisable and for the best interest of the corporation.

ARTICLE VII

ANNUAL MEETING

The annual meeting of the stockholders shall be held at the principal office of the corporation at Pocatello, Idaho on the fifteenth of September, of each year. Notice of said annual meeting shall be given according to law.

ARTICLE VIII

VOTING

In voting for the election of directors and officers and in transaction business of the corporation, each stockholder shall be entitled to one (1) vote for each share of stock held, and a majority of the votes cast shall be controlling.

ARTICLE IX

NON-LIABILITY

The private property of the stockholders shall not be for the debts and obligations of this corporation.

ARTICLE X

SALES OF STOCK

In case a stockholder should desire to sell his shares of stock, he must first offer them for sale to the remaining stockholders, who shall be entitled to purchase the same on a pro-rata basis.

Notice of desire to sell stock shall be made in writing and filed with the secretary of the corporation, who shall notify the remaining stockholders within ten days, and unless the offer is accepted by any or all of the other stockholders, within thirty days thereafter, the stockholder desiring the sell shall be at liberty to sell to anyone else on any terms.

ARTICLE XI

DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is 4 (four) 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 shall qualify are:

Robert S. Weppner	457 S. 19th Ave.	Pocatello, Idaho	83201
Kerry Casperson	15187 W. Lacey Rd.	Pocatello, Idaho	83202
Morris Casperson	P.O. Box 457	Roosevelt, UT	84066
Byron Mccurdy	769 Aspen Wood	Twin Falls, ID	83301

ARTICLE XII

INCORPORATORS

The names and addresses of the incorporators are as follows:

Robert S. Weppner	457 S. 19th Ave	Pocatello, ID	83201
Kerry Casperson	15187 W. Lacey Rd.	Pocatello, ID	83202
Morris Casperson	P.O. Box 457	Roosevelt, UT	84066
Byron McCurdy	769 Aspen Wood	Twin Falls, ID	83301

ARTICLE XIII

INITIAL REGISTERED AGENT AND ADDRESS

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The initial registered agent and address will be:
Robert S. Weppner 457 S. 19th Ave. Pocatello, ID 83201

In witness whereof, we, the undersigned parties of this agreement, have hereunto set our hands this 19th day of July, 1985.

STATE OF IDAHO)
) ss.
COUNTY OF BANNOCK)

Robert S. Weppner, Kerry Casperson, Morris Casperson, Byron McCurdy, being first and duly sworn, despose and say:

That they are the signers of the foregoing Articles of Incorporation of Aspen Management Group, and that the statements therein contained are true.

Robert S. Weppner
Robert S. Weppner, President

Byron G. McCurdy
Byron G. McCurdy, Vice President

Kerry L. Casperson
Kerry L. Casperson, Secretary

Morris O. Casperson
Morris O. Casperson, Treasurer

SUBSCRIBED AND SWORN TO before me this 19th day of July, 1985.

Karen Perry
NOTARY PUBLIC

Residing at Pocatello, Idaho. My commission expires 6-11-87.