



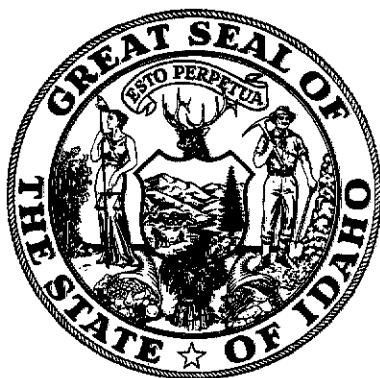
CERTIFICATE OF INCORPORATION
OF

RED DOG INVESTMENTS, 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: *April 27, 1988*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

RED DOG INVESTMENTS, INC.

The undersigned, being natural citizens of the age of nineteen (19) years or more, citizens of the United States, and residents of the United States and residents of the State of Idaho, acting as incorporators of a corporation herein referred to as the "CORPORATION" under the provisions of Title 30, Chapter 1-1, the Idaho Business Corporation Act, herein referred to as the "ACT", adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is Red Dog Investments, Inc.

ARTICLE II

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE III

Purposes and Powers

Section 1. PURPOSES: The purposes for which this Corporation is organized are to invest in, acquire, buy, sell, trade, manufacture, deal in and with all types of personal property, goods, wears, and merchandise of every kind of nature, and to invest in, purchase or otherwise own, and possess lands and premises, together with improvements thereon, and to purchase, or any way acquire for investment or for sale or otherwise, all types of personal property, lands, contracts for the purchases or sale of lands, buildings, improvements and any other real property of any kind or interests therein, and to acquire for investment or for sale or otherwise all types of personal property, contracts for the purchase of personal property or any interest therein, and as the consideration for the same to pay cash or to issue capital stock, debenture bonds, mortgage bonds or other obligations of Corporation, and to sell, convey, lease, mortgage, deed and trust, turn to account, or otherwise deal with all and any part of the real or personal property of the Corporation; to make and obtain loans upon

real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts, and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association or corporation, paying for the same in cash, stock, or bonds of this Corporation; and to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments, or obligations of the corporation, from time to time, or for any of the objects or purposes of this Corporation without restriction or limit as to amount.

Section 2. STATUTORY POWERS: Subject to any specific written limitations or restrictions imposed by the Act, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the limited Purposes set forth in Section 1 of the Article, the Corporation shall have and exercise all of the powers specified in Section 30-1-4 Idaho Code.

Section 3. ADDITIONAL POWERS: In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho upon corporations organized for the foregoing purposes, the Corporation shall have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

Authorized Shares

The amount of the total authorized capital stock of this Corporation is six thousand (6,000) shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholder, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock and the holder of such shares shall not be liable for any further payment thereon.

ARTICLE V

Internal Affairs of the Corporation

Section 1. MEETINGS OF SHAREHOLDERS: Meeting of the shareholders of the Corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of By-Laws. In the absence of any such provisions, all meetings shall be held at the registered office of the Corporation.

Section 2. CODE OF BY-LAWS: The initial Code of the By-Laws of the Corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend, or repeal the Code of By-Laws or to adopt a new Code of By-Laws shall be contained in the Code of By-Laws and the Code of By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, or these Articles of Incorporation.

Section 3. AMENDMENTS OF ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of the Act, and any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders by the Articles of Incorporation or any amendment thereto, are granted, subject to this reservation.

ARTICLE VI

Address of Initial Registered Office

REGISTERED OFFICE: The address of the initial registered office of the Corporation is Route #5, Box 5245, City of Rupert, County of Minidoka, State of Idaho 83350. The name of the official Registered Agent at such address is Charles B. Park.

ARTICLE VII

Data Respecting Directors

Section 1. INITIAL BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the Corporation is seven (7), 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: Charles B. Park, Route #5, Box 5245, Rupert, Idaho 83350; James E. Herbert, 516 West 24th Street, Burley, Idaho 83318; Billy C. Shockey, Route #1, Box 1096, Paul, Idaho 83347; Curtis E. Shockey, Route #1, Box 1096, Paul, Idaho 83347; Galen I. Shockey, Route #5, Box 18A, Rupert, Idaho 83350; Robert T. Williams, Box 114, Rupert, Idaho 83350; and Robert M. Nielsen, P. O. Box 396, Rupert, Idaho 83350.

Section 2. INCREASE OF DIRECTORS: The number of Directors may be increased from time to time by amendment of the Code of By-Laws; but the number of Directors shall not be less than seven (7) and no decrease shall have the effect of shortening the term of any incumbent directors.

ARTICLE VIII

Data Respecting Incorporators

The name and address of the Incorporator of the Corporation is: Robert M. Nielsen, P. O. Box 396, Rupert, Idaho 83350.

EXECUTED IN TRIPLICATE this 26th day of April, 1988.

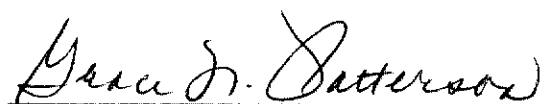

Robert M. Nielsen

State of Idaho)
) ss.
County of Minidoka)

On this 26th day of April, 1988, before me the undersigned Notary Public in and for said State, personally appeared ROBERT M. NIELSEN known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)


Notary Public for Idaho
Residing at: Rupert Id
My commission Expires: July, 1988