

CERTIFICATE OF INCORPORATION (IDAHO)
OF EX-IM, INCORPORATED

FILED/EFFECTIVE

IDAHO SECRETARY OF STATE

09/11/2000 09:00

CK: 1463 CT: 13576 BH: 34733

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STATE

FIRST

The name of this corporation is EX-IM, Incorporated.

SECOND

Its registered office in the State of Idaho is to be located at 111 Broadway Avenue, Suite 133, Boise, Idaho 83702. The resident agent in charge thereof is Andrew P. Lynch II, address same as above.

THIRD

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Idaho and, specifically, as follows:

The objects of the company are the (worldwide) commodity and service trade, including the import and export of same, on its own account, as well as on the account of third parties, in its own name as well as in the name of others, as well as to participate in, to manage, and to finance other enterprises and companies, and to do all that is connected thereto, all this to be interpreted in the widest sense.

FOURTH

The amount of total authorized common stock of the Corporation is divided into one thousand (1,000) shares with a *par value* of one (1) dollar. Five hundred (500) shares of said one thousand (1,000) shares are hereby issued to Andrew P. Lynch II. The remaining five hundred (500) shares (the balance of said one thousand [1,000] shares) are hereby issued to Stewart Hyndman, who shall, along with Andrew P. Lynch II, serve as the Board of Directors of EX-IM, Incorporated. The Board of Directors of EX-IM, Incorporated, is hereby authorized, in accordance with I.C. Section 30-1-16, *et seq.*, to issue additional shares and fix and determine the relative rights and preferences of any such shares.

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FIFTH

The names and addresses of the Incorporators are as follows: Andrew P. Lynch II, 111 Broadway Avenue, Suite 133, Boise, Idaho 83702; Stewart Hyndman, 111 Broadway Avenue, Suite 133, Boise, Idaho 83702.

SIXTH

The powers of the Incorporator are to terminate upon filing of the Certificate of Incorporation, and the name and mailing address of the persons who are to serve as the Board of Directors of EX-IM, Incorporated, are Andrew P. Lynch II, 111 Broadway Avenue, Suite 133, Boise, Idaho 83702, and Stewart Hyndman, 111 Broadway Avenue, Suite 133, Boise, Idaho 83702.

SEVENTH

All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than five (5) persons.

EIGHTH

All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 30-1-54(g) of the General Corporation Law:

Each stockholder shall offer to the Corporation or to other stockholders of the Corporation a thirty (30) day right of "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

NINTH

EX-IM, Incorporated, will indemnify its Incorporators, Andrew P. Lynch II and Stewart Hyndman, and its Board of Directors, in accordance with, and to the full extent permitted by, Idaho Code Section 30-1-5, *et seq.*

TENTH

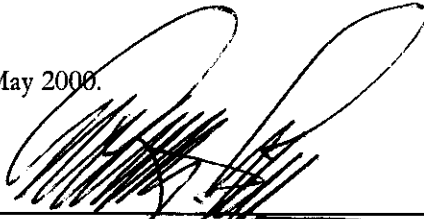
The Corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time.

ELEVENTH

The period of duration of EX-IM, Incorporated, is perpetual.

I, the undersigned, for the purpose of forming a Corporation under the laws of the State of Idaho do make, file, and record this Certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED, at Boise, Idaho, this 50th day of May 2000.



ANDREW P. LYNCH II
EX-IM, Incorporated

DATED, at Boise, Idaho, this 30th day of May 2000.



STEWART HYNDMAN
EX-IM, Incorporated