

State of Idaho

Department of State

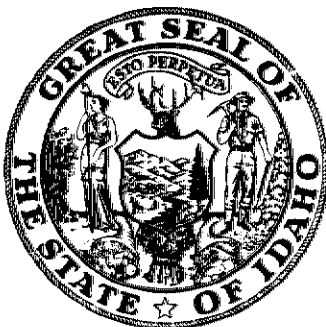
CERTIFICATE OF INCORPORATION OF

ADVANTAGE BISHOP, INC.
File number C 118430

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: February 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hapley*

ARTICLES OF INCORPORATION

OF

ADVANTAGE BISHOP, INC.

FEB 25 3 40 PM '97

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, for the purpose of forming a corporation under the laws of the State of Idaho in compliance with the provisions of Title 30, Chapter 1, Idaho Code, does hereby certify, declare and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be Advantage Bishop, Inc. (the "Corporation").

ARTICLE II. PURPOSE

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

ARTICLE III. TERM

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE IV. AUTHORIZED SHARES OF STOCK

The authorized amount of capital of this Corporation shall be, and is, one thousand (1,000) shares of no par value common stock. Such stock shall not be issued until fully paid for and once so issued shall be nonassessable. There shall be only one class of shares.

ARTICLE V. PREEMPTIVE AND PREFERENTIAL RIGHTS

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

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IDAHO SECRETARY OF STATE
DATE 02/25/1997
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ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT:

The location and the physical address of the initial registered office of the Corporation and its registered agent are as follows:

Physical Address

Registered Office: 4893 N. Hollow Lane
Boise, ID 83702

Registered Agent: John E. Bishop

ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified. The name and address of the person who is to act in the capacity of a Director until the selection of his successors is:

John E. Bishop 4893 N. Hollow Lane
Boise, ID 83702

ARTICLE VIII. OTHER PROVISIONS

1. Transactions Between the Corporation, Officers and Directors.

Without in any way limiting the provisions of Idaho law, no contract or other transaction between the Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, another enterprise; any Director individually, or any firm of which any Director may be a participant, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the Corporation who is also a director, officer or other participant of such other enterprise, or who is so interested, may be counted in

determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director, officer or participant of such other enterprise or not so interested.

2. Shareholder Liability.

Without in any way limiting the provisions of Idaho law, the private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the Corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the Corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the Corporation.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is as follows:

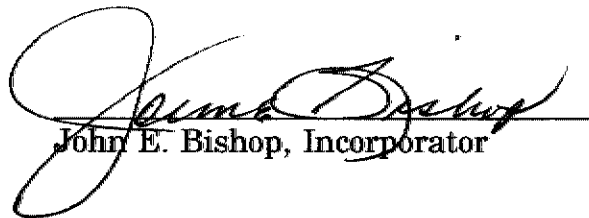
Incorporator's Name

Address

John E. Bishop

4893 N. Hollow Lane
Boise, ID 83702

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the 24th day of February, 1997.


John E. Bishop, Incorporator