

State of Idaho

Department of State

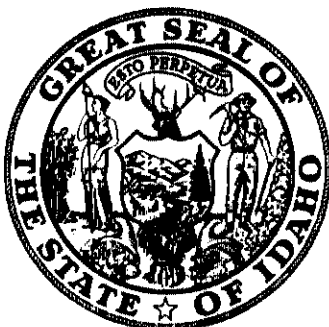
CERTIFICATE OF INCORPORATION OF

LAW OFFICES OF WOOD & SHAW, PROFESSIONAL ASSOCIATION

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: November 23, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF
LAW OFFICES OF WOOD & SHAW, PROFESSIONAL ASSOCIATION

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KNOW ALL MEN BY THESE PRESENTS, THAT WE, THE UNDERSIGNED BEING NATURAL PERSONS OVER THE AGE OF EIGHTEEN (18) YEARS, DO HEREBY FORM A PROFESSIONAL SERVICE CORPORATION UNDER THE LAWS OF THE STATE OF IDAHO AS CONTAINED IN TITLE 30, CHAPTER 13, OF THE IDAHO CODE ENTITLED "PROFESSIONAL SERVICE CORPORATIONS", AND TO THAT END DO HEREBY SET FORTH:

1. THE NAME OF THE CORPORATION IS: LAW OFFICES OF WOOD & SHAW, PROFESSIONAL ASSOCIATION.

2. THE PERIOD OF DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

3. THE PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED:

(A) PRIMARILY TO ENGAGE IN THE BUSINESS OF OPERATING A LAW OFFICE.

(B) THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH SUCH CORPORATIONS MAY BE INCORPORATED UNDER THE IDAHO PROFESSIONAL SERVICE CORPORATION ACT.

4. THE COUNTY IN THE STATE OF IDAHO WHERE THE PRINCIPAL OFFICE FOR THE TRANSACTION OF BUSINESS OF THE CORPORATION IS LOCATED IS IN THE COUNTY OF BANNOCK AND THE NAME OF THE REGISTERED AGENT IS STEVEN G. WOOD, AND THE ADDRESS OF THE REGISTERED OFFICE SHALL BE 155 SOUTH SECOND AVENUE, POCA TELLO, IDAHO 83201.

5. THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS 1,000, HAVING A PAR VALUE OF \$1.00 PER SHARE. ALL OF SAID STOCK SHALL BE KNOWN AS COMMON STOCK AND SHALL

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BE NONASSESSABLE.

6. THE NAMES AND POST OFFICE ADDRESS OF THE INCORPORATORS ARE AS FOLLOWS:

NAME OF INCORPORATOR	ADDRESS
STEVEN G. WOOD . . .	850 N. MARILYN DR., POCA TELLO, ID 83204
STEVEN W. SHAW . . .	9680 W. BIGHORN DR., POCA TELLO, ID 83204

7. THE DIRECTORS OF THE CORPORATION SHALL HAVE THE POWER TO SELL ANY AUTHORIZED BUT UNISSUED STOCK AT ANY TIME AND TO ANY QUALIFIED PERSON, AND NO STOCKHOLDER SHALL BE ENTITLED, AS OF RIGHT, TO SUBSCRIBE FOR OR PURCHASE OF ANY OF SUCH ADDITIONAL SHARES OF STOCK.

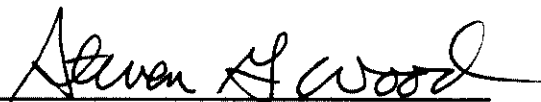

8. THE NUMBER OF DIRECTORS OF THE CORPORATION MAY BE FIXED BY THE BY-LAWS, BUT SHALL NOT BE LESS THAN THE NUMBER REQUIRED BY LAW.

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS SHALL BE TWO (2), AND THEY SHALL SERVE AS DIRECTORS UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED.

9. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS ARE:

NAME	ADDRESS
STEVEN G. WOOD. . .	.850 W. MARILYN DR., POCA TELLO, ID 83204
STEVEN W. SHAW. . .	9680 W. BIGHORN DR., POCA TELLO, ID 83204

IN WITNESS WHEREOF, THE UNDERSIGNED INITIAL INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 19TH DAY OF NOVEMBER, 1993.


STEVEN G. WOOD

STEVEN W. SHAW