

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

HINTON ENTERPRISES INC.

File number C 106457

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: May 26, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

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ARTICLES OF INCORPORATION
OF
HINTON ENTERPRISES INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is:
Hinton Enterprises Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: One Thousand (1000) such shares are to consist of one class only. The par value of each of such shares shall be NO Par, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 360 Ponderosa Drive, Post Falls, Idaho 83854.

The name of the corporation's initial registered agent at such address is: Wayne A. Wright.

EIGHTH

The number of directors constituting the initial Board of Directors is: Three.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Richard W. Hinton
360 Ponderosa Drive
Post Falls, Idaho 83854

Helen M. Hinton
360 Ponderosa Drive
Post Falls, Idaho 83854

Wayne A. Wright
360 Ponderosa Drive
Post Falls, Idaho 83854

NINTH

The names and addresses of all incorporators are:

Richard W. Hinton
360 Ponderosa Drive
Post Falls, Idaho 83854

Helen M. Hinton
360 Ponderosa Drive
Post Falls, Idaho 83854

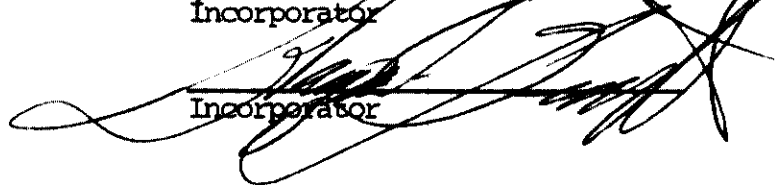
Wayne A. Wright
1601 N Pine St.
Post Falls, Idaho 83854

IN WITNESS HEREOF, we have hereunto set our hands and seals this

5th day of May, 1994.


Incorporator


Incorporator


Incorporator

STATE OF IDAHO)
)
County of KOOTENAI)

On this 24 day of MAY, 1994,

Before me, the undersigned, a Notary Public in and for said state,

Personally appeared

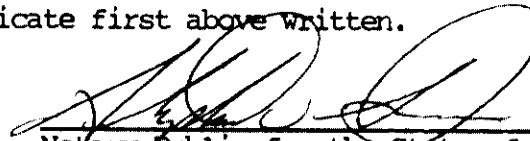
Richard W. Hinton

Helen M. Hinton

WAYNE A. Wright

known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons of lawful age and citizens of the United States of America.

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



Notary Public for the State of Idaho

Residing at: Post Falls, Id.

My commission expires: 9/14/94