

FILED/EFFECTIVE

ARTICLES OF INCORPORATION
OF
VM&A, INC.

02 MAY 16 PM 12:09

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, title 30, Idaho Code (the Act), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is VM&A, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are: to transact any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 50,000 shares, of one class only, which shall be designated as common stock. The par value of each share is \$1.00.

ARTICLE V. CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefor.

To the extent authorized by the Act, when and as determined by the Board of Directors, the Corporation may, from time to time, distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 960 Broadway Avenue, Suite 450, Boise, Idaho 83706, and the name of its initial registered agent at that office is Randall Limani

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ARTICLE VII. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be specified in the Bylaws. The member of Directors constituting the initial Board of Directors is one (1). The name and address of the person who is to serve as the Director until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified, is:

Name

Address

Randall Limani

960 Broadway Avenue
Suite 450
Boise, Idaho 83706

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of the Corporation is:

Name

Address

Randall Limani

960 Broadway Avenue
Suite 450
Boise, Idaho 83706

Dated this 16th day of May, 2002.



Randall Limani