

CERTIFICATE OF INCORPORATION
OF

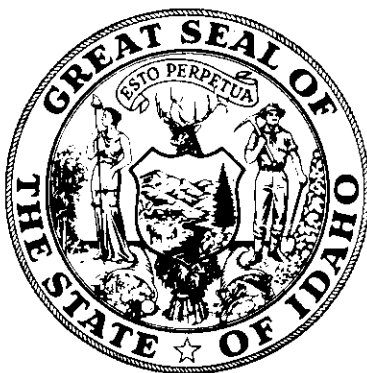
NTI, INC.

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 NTI, INC.

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 26, 1984**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
No. 20 9 10 11 '84
OF
STATE
NTI, INC.

We, the undersigned natural persons of over the age of twenty-one years, hereby associate ourselves for the purpose of forming a corporation under the Business Corporation Act of the State of Idaho, and do hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

NAME

The name of the Corporation is: NTI, INC.

ARTICLE II

DURATION

The duration of this Corporation is to be perpetual.

ARTICLE III

PURPOSE

Section 1. The purposes for which this Corporation is organized are as follows: To own and manage trucks and to carry on a general investment and management consultant and advisory business including the operation of businesses, plants, properties, and real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies, and generally to advise and assist others, under contract or otherwise, in the management of their businesses, plants, properties and investments. To buy and sell projects and developments on its own behalf and on behalf of others in connection with the operation, management, and

development of individual and corporate businesses. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investment, both for its own account and as agent for others. To engage in capital ventures and business enterprises of every kind and description, whether as a promoter, partner, member, or associate, or as a manager of other such enterprises.

To engage in consultant and advisory work in connection with the organization, financing, management, operation, and reorganization of industrial and commercial enterprises. To manage and to provide management for and supervise all or part of any and every kind of investment or business enterprise, and to contract or arrange with any corporation, association, partnership, or individual for the management, conduct, operation, and supervision of all kinds of investments and businesses. To advertise, promote, merchandise, and otherwise purvey the services and products authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means.

This Corporation shall have the power to directly, or through subsidiaries or related corporations, associations or joint ventures to provide services, products and equipment of all kinds and shall have the power to act as a partner, either limited or general, and to purchase, own and hold stock of other corporations and do every act and thing desirable or necessary to direct the operations of other corporations through ownership of stock therein and to issue and exchange for capital stock or assets of other corporations, its capital stock, bonds, notes,

debenture in such form and with such terms and conditions as the corporation may deem desirable, and to subscribe for, purchase or otherwise acquire, underwrite or obtain interest in, own, hold, pledge, hypothecate all securities of whatsoever kind or nature of any government, state, territory, corporation, associations, partnership, firm, trustee, syndicate, individual or otherwise regardless of where located and under whose jurisdiction created and the corporation shall have the power to act as guaranty or surety for any person, firm or corporation.

To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

Section 2. This Corporation shall have the powers conferred upon the corporation by the Business Corporation Act of the State of Idaho.

ARTICLE IV

STOCK

The aggregate number of shares which this Corporation shall have the authority to issue is 50,000 shares, \$1.00 par value.

ARTICLE V

COMMENCEMENT OF BUSINESS

This Corporation will not commence business until at least \$1,000.00 has been received as consideration for the issuance of shares.

ARTICLE VI

PREEMPTIVE RIGHTS DENIED

No holder of any of the shares now or hereafter issued by the Corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares whether common or preferred, or of any authorized capital of the Corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities convertible into shares of the Corporation. Any and all such unissued shares and additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and dispensed of to such person, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interest of the Corporation.

ARTICLE VII

INTERNAL AFFAIRS

Section 1. Meetings of Shareholders and Directors.

Meetings of the shareholders and directors of this Corporation may be held within or without the State of Utah at such place or places as may from time to time be designated in the Code of By-laws or by resolution of the Board of Directors.

Section 2. Code of By-Laws. The initial Code of By-Laws

of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Board of Directors, but the affirmative vote of two-thirds (2/3) of the directors shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation and management of this Corporation which are consistent with the Act and these Articles of Incorporation.

ARTICLE VIII

REGISTERED AGENT

The address of the initial registered office of the Corporation is 10455 Treeline Street, Boise, Idaho 83704.

The name of the initial registered agent of this Corporation at that address is Ron Nielsen.

ARTICLE IX

BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members. The names and addresses of the persons who are to serve as Directors until their first annual meeting of the shareholders or until their successors be elected and qualified are as follows:

Marvin L. Friedland	376 East 400 South, Suite 300 Salt Lake City, Utah 84111
Patricia L. Gray	376 East 400 South, Suite 300 Salt Lake City, Utah 84111
Janis Sears	376 East 400 South, Suite 300 Salt Lake City, Utah 84111

ARTICLE X

INDEMNIFICATION OF DIRECTORS

The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers or who at the request of the Board of Directors of the Corporation

may serve or at any time have served as directors or officers of another corporation in which the Corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of a stockholder, or otherwise.

ARTICLE XI

CONTRACTS WITH INTERESTED DIRECTORS OR OFFICERS

No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation with relation to any other corporation shall, in the absence of fraud, in any way or be invalidated or otherwise affected by the fact that any one or more of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of the Corporation individually, or any firm or association of which any Director may be a member, 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 he individually or as a member of such firm or association is such a party so

interested shall be disclosed or shall have been known to the Board of Directors or by a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken; and in any case described in this paragraph, any such Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction.

ARTICLE XII

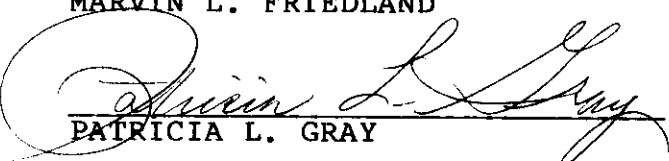
INCORPORATORS


The name and addresses of the Incorporators of this Corporation are as follows:

Marvin L. Friedland	376 East 400 South, Suite 300 Salt Lake City, Utah 84111
Patricia L. Gray	376 East 400 South, Suite 300 Salt Lake City, Utah 84111
Janis Sears	376 East 400 South, Suite 300 Salt Lake City, Utah 84111

IN WITNESS WHEREOF, the undersigned, being the incorporators, executed these Articles of Incorporation and certify to the truth of the facts herein stated this 15th day of November, 1984.


MARVIN L. FRIEDLAND


PATRICIA L. GRAY

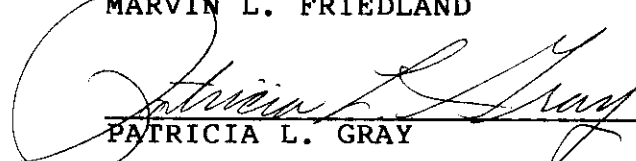

JANIS SEARS

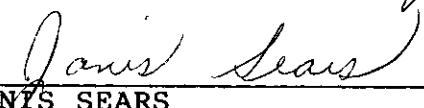
STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

We, the undersigned, being first duly sworn on oath, depose and say: That we are the Incorporators hereinbefore named; that

we have read the foregoing Articles of Incorporation and know the contents thereof and that the same are true of our own knowledge except as to matters therein stated upon information and belief; and as to those, we believe them to be true.


MARVIN L. FRIEDLAND


PATRICIA L. GRAY


JANIS SEARS

SUBSCRIBED AND SWORN TO before me this 1st day of
November, 1984.


NOTARY PUBLIC
Residing at Salt Lake County

My Commission Expires:

7-11-87