

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

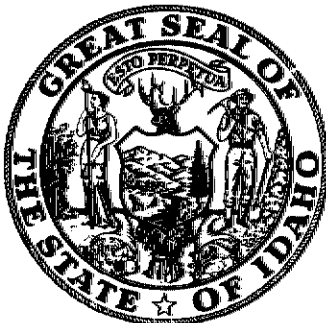
YARGER DECKER & THOMAS, INC.

File number C 109814

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: March 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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IDAHO SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
YARGER DECKER & THOMAS, INC.**

Mar 15 4 08 PM '95
SECRETARY OF STATE

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the laws of the State of Idaho, adopt the following Articles of Incorporation for such corporation:

1.

The name of the corporation is YARGER DECKER & THOMAS, INC.

2.

The period of its duration is perpetual.

3.

The purpose or purposes for which the corporation is organized are:

- (A) To provide consulting services to business and civic officials in the fields of organization, management, strategic planning, emerging technologies, human resources administration, and related fields.
- (B) To such extent as a corporation organized under the State of Idaho may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection or cooperation with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its property, and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Corporation Laws of the State of Idaho or any amendment thereof, supplemental thereto, or substituted therefor.

4.

The aggregate number of shares of stock which the corporation shall have authority to issue is one hundred thousand (100,000) at a par value of ONE DOLLAR AND NO/100 (\$1.00).

5.

The address of the initial registered office is Suite 300, 805 West Idaho Street, Boise, Idaho 83702 and the initial registered agent at such address is Floyd A. Decker

6.

Provisions denying pre-emptive rights are none.

7.

The number of directors constituting the initial board of directors of the corporation, which must not be less than two (2) or more than seven (7), is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Martin V. Thomas	1002 Harrison Boulevard, Boise, Idaho 83702
Floyd A. Decker	5422 West Bloom Street, Boise, Idaho 83703

The name and post office address of each incorporator are:

Martin V. Thomas	1002 Harrison Boulevard, Boise, Idaho 83702
Floyd A. Decker	5422 West Bloom Street, Boise, Idaho 83703

WITNESS the signatures of the incorporators on this the 14th day of March, 1995.


FLOYD A. DECKER


MARTIN V. THOMAS