



Department of State.

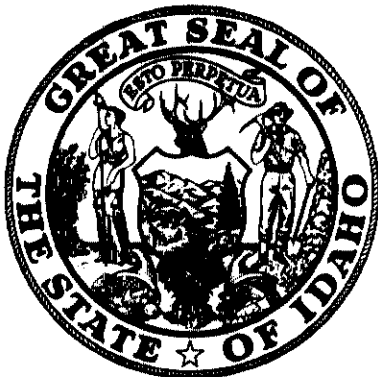
**CERTIFICATE OF INCORPORATION
OF**

METCALE, 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 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: July 20, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

Metcalf, Inc.

RECORDED
SEC. OF STATE

90 JUL 20 AM 9 06

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, natural person of lawful age, 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 Metcalf, Inc., Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is formed are:

(a) To engage in the business of trucking and other transportation related services;

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and buildings, whether residential, commercial or industrial, and any other property, whether real or personal;

(c) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(d) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, appurtenances of all kinds and wheresoever situated, and of any interest and rights

therein, to the same extent as natural persons might or could do without limit as to amount;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidence of indebtedness, for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as shall be permitted by law;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To carry on and conduct a general agency business, to act, and to appoint others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes;

(i) To act as the agent of such persons, firms, associations and corporations

as shall employ it to deal in, sell, contract for, and advise and counsel regarding all forms of insurance, and to investigate, collect and report information concerning insurance and insurance companies, and to prepare, present, adjust, settle, collect and purchase claims arising under insurance policies, and also to do all such acts and things as may be necessary or convenient incidental to the sales, service, management and adjustment of insurance agreements.

(j) To deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estates and properties, and to conduct a general insurance agency and a general real estate sales, management and rental business, including the buying, selling, leasing, improving, and dealing in lands and tenements, and the construction and selling of houses and buildings;

(k) To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Title 30, Idaho Code), and which are not specifically prohibited to corporations by the laws of the State of Idaho.

FOURTH

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

(a) To sue, complain and defend in the corporate name;

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets;

(e) To lend money and use its credit to assist the corporate employees,

provided, however, that the corporation is authorized to loan up to a maximum aggregate total of one-hundred thousand dollars (\$100,000) to the officers and/or directors, singularly or collectively, out of corporate funds or on the credit of the corporation, subject to such limitations and requirements as may be imposed by applicable law;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of the corporation's property and income;

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested;

(i) To carry on its business, conduct its operations and have offices and exercise the powers granted herein, within or without the State of Idaho;

(j) To make donations for the public welfare or for charitable, scientific or educational purposes;

(k) To transact any lawful business which the Board of Directors shall find will be an aid of corporate or governmental policy;

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

FIFTH

The aggregate total number of shares which the corporation shall have authority to issue is: one-million (1,000,000) shares. Such shares are to consist of one class only. The par value of each of such shares shall be one dollar (\$1), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

SIXTH

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

SEVENTH

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.

EIGHTH

The address of the initial registered office of the corporation is 920
N. Corbin Road, Post Falls, Idaho 83854. The name of the corporation's
initial registered agent at such address is Darcy A. Pfennig.

NINTH

The number of directors constituting the initial Board of Directors is one
(1).

The name and address of the person who is to serve as director until the first annual meeting of shareholders or until his/her successors are elected and qualify is:

Wilburn Metcalf, 11651 Westside Calispell Road, Usk, WA 99180
Name Address

TENTH

The name and address of the incorporator is:

Wilburn Metcalf, 11651 Westside Calispell Road, Usk, WA 99180
Name Address

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of _____, 1990.

Wilburn Metcalf
Wilburn Metcalf

STATE OF Idaho)
County of Kootenai) ss.

On this 15th day of July, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Wilburn Metcalf, who, being by me first duly sworn, declared that he is the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

Darcy Hem
Notary Public for:
Residing at: POST FALLS, ID
My Commission Expires: 1/96