



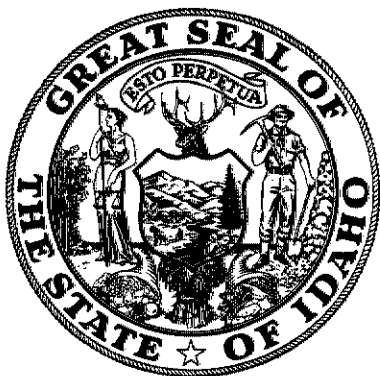
**CERTIFICATE OF INCORPORATION
OF**

VBCY, 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: **October 24, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zykala

ARTICLES OF INCORPORATION

OF

VBCY, Inc.

OCT 24 2 50 PM '89
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is VBCY, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000), \$1.00 par value.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are the By-Laws of the corporation.

ARTICLE VII

The address of the initial registered office of the corporation is 407 W. Jefferson, Boise, Idaho and the name of its initial registered agent at such address is R. John Insinger.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is two, 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

R. John Insinger

9335 Stonehill Ct.
Boise, Idaho 83709

Michael W. Chaney

402 Bitterroot Dr.
Boise, Idaho 83709

ARTICLE IX

The name and address of each incorporator is:

NAME

ADDRESS

R. John Insinger

9335 Stonehill Ct.
Boise, Idaho 83709

Michael W. Chaney

402 Bitterroot Dr.
Boise, Idaho 83709

DATED This 23rd day of October, 1989.



R. JOHN INSINGER, Incorporator



MICHAEL W. CHANEY, Incorporator