

State of Idaho

Department of State

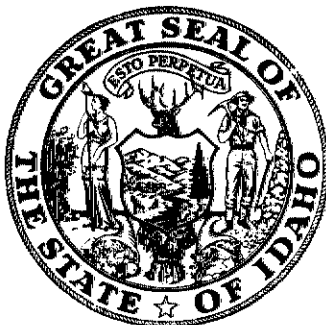
CERTIFICATE OF INCORPORATION OF

WHEATON CORPORATION
File number C 110252

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: April 17, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl R. [Signature]*

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SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
WHEATON CORPORATION

The undersigned, a natural person over the age of eighteen years, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I.

Name

The name of the Corporation is Wheaton Corporation.

ARTICLE II.

Duration

The period of duration of the Corporation is perpetual.

ARTICLE III.

Purpose

The Corporation is organized to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Idaho Business Corporation Act.

ARTICLE IV.

Powers

The Corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Idaho Business Corporation Act, including, but not limited to, all powers necessary or convenient to effect the Corporation's purposes.

ARTICLE V.

Shares

1. Authorized Shares. The Corporation shall have the authority to issue a total of fifty thousand shares of common stock which shall be without par value.

2. Transfer Restrictions. The Corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors are hereby authorized on behalf of the Corporation to exercise the

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corporation's right to impose such restrictions, whether by provision in the bylaws or otherwise.

3. Denial of Cumulative Voting. Cumulative voting of shares in the election of directors is not allowed.

4. Denial of Preemptive Rights. No shareholder of the Corporation shall be entitled as of right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or securities carrying a right to subscribe or to acquire such shares.

5. Negation of Equitable Interests in Shares and Rights. The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person (including but not limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares) unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the Corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the Corporation shall not be entitled to receive notice of the meeting of the shareholders; to vote at such meetings; to examine a list of the shareholders; to receive dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or other rights deriving from such shares against the Corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE VI.

Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors or officers, or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction and their votes are counted for such purpose. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes,

approves or ratifies such contract or transaction without thereby invalidating such contract or transaction.

ARTICLE VII.

Limitation on Directors' Liability and Indemnification of Directors and Officers

A director of the Corporation shall not be liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, but this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages for any breach of the director's duty of loyalty to the Corporation or to its shareholders; acts or omissions not in good faith or which involve intentional misconduct or a known violation of law; acts specified in Idaho Code § 30-1-48; or any transaction from which the director derived an improper personal benefit. Each director and each officer of this Corporation, and each person who shall serve at its request as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, whether or not then in office, and their personal representatives, shall be indemnified by the Corporation against all costs and expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they may be involved, or to which they may be made a party by reason of their being or having been such a director or officer, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for negligence or for misconduct in the performance of their duty. Such costs and expenses shall include amounts reasonably paid in settlement for the purpose of curtailing the costs of litigation, but only if the Corporation is advised in writing by its counsel that in their opinion the person indemnified did not commit such negligence or misconduct. The foregoing right of indemnification shall not be exclusive of other rights to which the director or officer may be entitled as a matter of law or by agreement.

ARTICLE VIII.

Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. Except as otherwise provided by these Articles of Incorporation or the Idaho Business Corporation Act, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE IX.

Registered Office and Agent

The address of the initial registered office of the Corporation is 877 Main Street, City of Boise, Idaho 83702-5858, County of Ada, and the name of the corporation's initial registered agent at such address is The Prentice-Hall Corporation System, Inc.

ARTICLE X.

Board of Directors

The board of directors of the corporation shall consist of three persons.

The name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and take office are:

Boyd E. Christensen	Reece E. Christensen
1579 West 200 North	1579 West 200 North
Moreland, Idaho 83221	Moreland, Idaho 83221

Janet R. Christensen
1579 West 200 North
Moreland, Idaho 83221

ARTICLE XI.

Action Taken By Directors' Consent

Any consent, approval or ratification given in writing by any absent director of any act of resolution passed during their absence, shall be and shall be taken to be as valid, binding and effective as if said director had actually been present and voted at such meeting; and any resolution signed by all of the members of the board of directors shall have the same force and effect as though the same had been duly made, seconded and carried at a duly constituted meeting of the board.

ARTICLE XII.

Amendments

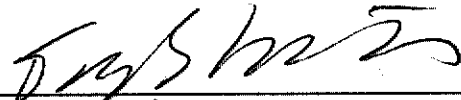
The Corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Idaho Business Corporation Act.

ARTICLE XIII.

Incorporator

The name and address of the incorporator is Jorge E. Castillo,
300 South Jackson Street, Suite 500, Denver, Colorado 80209-3133.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on this 14th day of April, 1995.



Incorporator