



**CERTIFICATE OF INCORPORATION
OF**

UPSTREAM, 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: **November 7, 1991**



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

Nov 7 10 18 AM '91
SECRETARY OF STATE

OF

UPSTREAM, INC.

KNOW ALL MEN BY THESE PRESENTS that these Articles of Incorporation have been executed by the undersigned for the purpose of forming a general business corporation in the State of Idaho under the Idaho Business Corporation Act.

ARTICLE I

NAME

The name of the corporation is UPSTREAM, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PURPOSES

The nature of the business of the Corporation and the objects and purposes to be transacted, promoted or carried on by it are: to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000.00) with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of the Corporation is 2980 WISE WAY, Boise, Idaho 83712. The registered agent at that address is LAWRENCE F. ZITELLI.

ARTICLE VI

DIRECTORS

The initial Board of Directors shall consist of two (2) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders and until their successors are elected and qualified are as follows.

NAME	ADDRESS
LAWRENCE F. ZITELLI	2980 WISE WAY BOISE, IDAHO 83712
JAMES A. FUHRMAN	940 MUSTANG MERIDIAN, IDAHO 83642

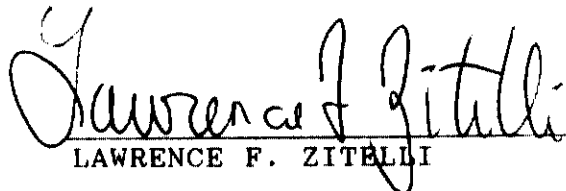
ARTICLE VII

INCORPORATOR

The name and address of the Incorporator is as follows:

NAME	ADDRESS
LAWRENCE F. ZITELLI	2980 WISE WAY BOISE, IDAHO 83712

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 1 day of November 1991.


LAWRENCE F. ZITELLI