

CERTIFICATE OF INCORPORATION
OF

OVERLAND STAGE, INC.

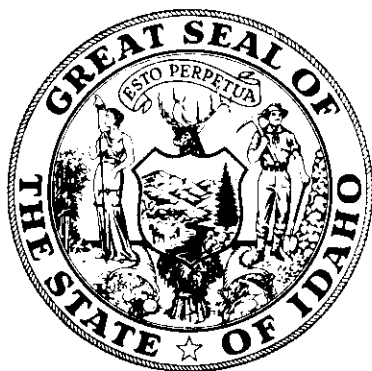
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

OVERLAND STAGE, INC.

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 9, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE
OVERLAND STAGE, INC.

THE UNDERSIGNED, Being a natural person of full age, legally competent to enter into contracts, and who is a citizen of the United States of America, does hereby voluntarily form a corporation under the laws of the State of Idaho, and adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

OVERLAND STAGE, INC.

ARTICLE II - REGISTERED OFFICE

The location and post office address of the initial registered office of this corporation within the State of Idaho

is: 4204 Overland
Boise, Idaho 83705

ARTICLE III - REGISTERED AGENT

The name and address of the registered agent of this corporation is: PHYLLIS L. FOSTER

ARTICLE IV - PURPOSES

The purpose for which this corporation is organized is to transact any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE V - DURATION

The duration of this corporation is perpetual.

ARTICLE VI - CAPITAL STOCK

1. The aggregate number of shares which this corporation shall have authority to issue is ten (10) . Such shares

are to consist of one class only; that is, common stock and such shares are without par value.

2. All shares shall have full voting rights and shall be equal to one another with respect to voting rights.

3. Shares of this corporation shall be entitled to receive dividends out of funds legally available for payment thereof, payable at the discretion of the Board of Directors.

4. No shareholder shall have any pre-emptive or similar right to purchase or subscribe for any share of stock or securities convertible into stock of the corporation.

ARTICLE VII - BOARD OF DIRECTORS

1. The number of directors to be elected at any meeting of the shareholders shall be not less than one (1). The number of directors to be elected from any ensuing year shall be determined at each annual shareholders' meeting, or any special shareholders' meeting called for that purpose, by resolution adopted by a simple majority of the shares represented at any such meeting in person and by proxy.

2. Election of directors must be by cumulative voting, and "staggered terms" whereby all directors are not elected each year, shall not be permitted.

3. A person who is not a shareholder may serve as a director if elected.

4. No contract or other transaction between the corporation and any other firm or corporation, whether or not an affiliate, subsidiary or parent corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers or owners of, such other firm or corporation. Any directors, individually, or any firm or corporation or other business entity of which any director or officer may be a shareholder, officer, director or member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact

that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority of the members thereof; and any director of this corporation who is also a shareholder, owner, director, officer or member of such other firm, corporation, or entity, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not so connected with such other firm, corporation, or entity or were not so pecuniarily or otherwise interested.

5. The Board of Directors of this corporation is empowered and authorized to adopt, alter, amend, and repeal the By-laws of this corporation; to elect officers of the corporation; to fix the compensation of its directors and officers; to allot the capital stock of the corporation to such persons and for such consideration as the Board of Directors may from time to time determine and as may be lawful; and to do all other such things and to exercise all other powers, consistent with law and these Articles of Incorporation, as may be necessary and expedient in the course of the management and operation of this corporation, without the necessity of meetings of stockholders to approve or ratify the same, to the maximum extent permitted by the laws of the State of Idaho, as if each and every of such things and powers were expressly set forth herein.

6. Restrictions on the transfer of shares of this corporation may be adopted by the shareholders. If such restrictions are adopted, the provisions thereof shall be specifically set forth in a separate agreement duly executed by the shareholders of this corporation and a written restriction witnessing such agreement shall be duly noted on the certificate representing the shares of the corporation.

ARTICLE VIII - OFFICERS

The officers of this corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may from time to time be

designated by the Board of Directors. Except for the office of President, more than one office may be held by the same person. The duties and authority of the officers shall be as prescribed by the Board of Directors and the By-laws of the corporation.

ARTICLE X - MEETINGS OF SHAREHOLDERS

The annual meeting of the shareholders of the corporation shall be at such time and place, within or without the State of Idaho, as may be provided for in the By-laws of the corporation, or may be held in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended at any annual or special meeting of the stockholders in the manner provided by the corporation laws of the State of Idaho.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is:

PHYLLIS L. FOSTER
4204 Overland
Boise, Idaho 83705

ARTICLE XIII - INITIAL BOARD OF DIRECTORS

The name(s) and address(es) of the initial Board of Directors is (are):
Phyllis Foster and Thomas Kohl
4204 Overland
Boise, Idaho 83705

IN WITNESS WHEREOF, The undersigned incorporator has
set his hand this 6 day of October, 1981.

Phyllis L. Foster