

State of Idaho

Department of State

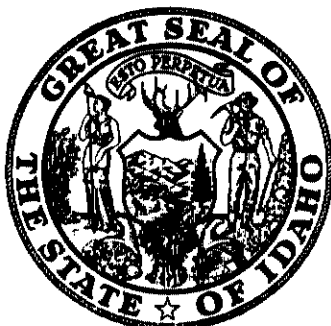
CERTIFICATE OF INCORPORATION OF

FINANCIAL SYSTEMS GROUP, 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: August 13, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

ARTICLES OF INCORPORATION
OF
FINANCIAL SYSTEMS GROUP, INC.

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KNOW ALL MEN BY THESE PRESENTS: That we, the under-signed natural persons of lawful age and citizens of the United States, 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:

Financial Systems Group, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: Fifty Thousand (50,000). Such shares are to consist of one class only. The par value of each of such shares shall be One Dollar (\$1.00), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

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

SIXTH

Stockholders of the corporation shall have preemptive 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 corporations shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

307 North 2nd Ave. Suite 7
Sandpoint, Idaho 83864

The name of the corporation's initial registered agent at such address is: Steven A. Clark

EIGHTH

The number of directors constituting the initial Board of Directors is: TWO

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name: Thomas W. Clark. President
Address: 250 Red Clover Ln., Sandpoint, ID 83864

Name: Steven A. Clark. Vice-President
Address: 250 Red Clover Ln., Sandpoint, ID 83864

Name: Steven A. Clark. Secretary
Address: 250 Red Clover Ln., Sandpoint, ID 83864

Name: Thomas W. Clark. Treasurer
Address: 250 Red Clover Ln., Sandpoint, ID 83864

Ninth

The names and addresses of all incorporators are:

Name: Steven A. Clark
Address: 250 Red Clover Ln. Sandpoint, Idaho 83864

Name: Thomas W. Clark
Address: 250 Red Clover Ln. Sandpoint, Idaho 83864

IN WITNESS WHEREOF, I/We have hereunto set my/our
hand(s) and seal(s) this 11 day of August, 1992.

Thomas Clark
President

Steven A. Clark
Vice-President

Steven A. Clark
Secretary

STATE OF IDAHO)
County of Bonner) ss.

On this 11th day of August, 1992
before me, the undersigned, a Notary Public in and for
said state, personally appeared.

Thomas Clark

Steven A. Clark

known to me to be the person(s) whose name(s) is/are
subscribed to the within and foregoing instrument, and
acknowledged to me that (t)he(y) executed the same, and
that (t)he(y) was/were (a) person(s) of lawful age and
citizen(s) of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this
certificate first above written.

Brenda A. Cottle-Ross
Notary Public for Idaho
Residing at: Landpoint
My Commission expires: 5-12-94