



CERTIFICATE OF INCORPORATION
OF

SOUTHGATE PLAZA, INC.

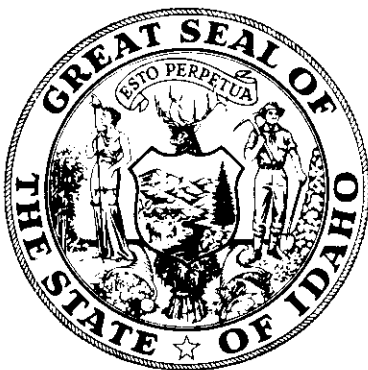
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SOUTHGATE PLAZA, 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 7, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Penny Gursaa*

601 7 10 1961

ARTICLES OF INCORPORATION
OF
SOUTHGATE PLAZA, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, and at least two-thirds of them being citizens of the United States, in order to form a corporation for the purposes herein-after stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is SOUTHGATE PLAZA, INC.

SECOND:

The purposes for which said corporation is formed are:

To own, improve and lease real estate, together with all other functions of a real estate operating company and all related business activities and the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

THIRD:

The location and post office address of the registered office of the corporation is 1108 Grelle Avenue, Lewiston, Nez Perce County, Idaho, and the registered agent is Richard D. Eaton.

ARTICLES OF INCORPORATION

FOURTH:

The total authorized number of par value shares is 100,000 shares of the par value of \$1 per share, aggregate par value, \$100,000.

FIFTH:

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

Richard D. Eaton	1108 Grelle Avenue	Lewiston, Id.
Robert R. Thompson	Rt. 2, Box 281	Montevideo, Mn.

Richard D. Eaton	10 shares
Robert R. Thompson	10 shares

SIXTH:

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

SEVENTH:

The board of directors shall consist of 2 directors, namely: Richard D. Eaton, and Robert R. Thompson, whose addresses are as follows:

Richard D. Eaton	1108 Grelle Avenue	Lewiston, Id.
------------------	--------------------	---------------

Robert R. Thompson	Rt. 2, Box 281	Montevideo, Mn.
--------------------	----------------	-----------------

or such other number as shall be established by the Bylaws of the corporation. Any vacancies occurring in the office of any director, however occasioned, may be filled by the remaining members of said board. On failure of the board to elect, a special meeting of the stockholders shall be called to fill the vacancy.

ARTICLES OF INCORPORATION

EIGHTH:

The existence of this corporation is to be perpetual.

NINTH:

The directors shall have the power to make and to alter or amend the Bylaws, to fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens without limit as to the amount upon the property and franchise of this corporation.

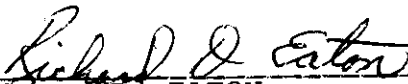
TENTH:

This corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any bylaw, agreement, vote of stockholders, or otherwise.

ARTICLES OF INCORPORATION

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate and do hereby certify that the facts herein stated are true; and we have accordingly hereunto set our respective hands and seals.

DATED at Lewiston, Idaho this 6th day of October, 1981.


RICHARD D. EATON


ROBERT R. THOMPSON

ARTICLES OF INCORPORATION

STATE OF IDAHO)
 : ss
County of Nez Perce)

BE IT REMEMBERED that on this 6th day of October, 1981, personally appeared before me RICHARD D. EATON, and ROBERT R. THOMPSON parties to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to them, and each of them, the contents of said certificate, and they did each severally acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, and each deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.

(Seal)

Michelle R. Messler
NOTARY PUBLIC in and for said State
Residing at Lewiston, therein.

ARTICLES OF INCORPORATION