



CERTIFICATE OF INCORPORATION
OF

SERD, Inc.

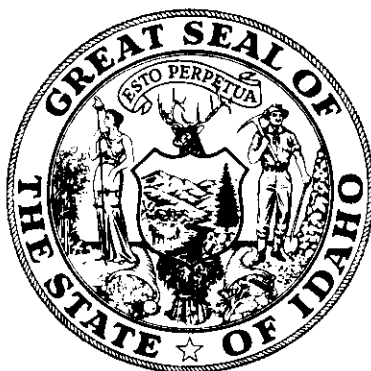
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

SERD, 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 November 21, 19 79.



SECRETARY OF STATE

Corporation Clerk

FILED

11-21-79

9:00 AM

ARTICLES OF INCORPORATION
OF
SERD, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME. The name of the corporation shall be SERD, Inc.

ARTICLE TWO

DURATION. The period of this corporative duration shall be perpetual.

ARTICLE THREE

PURPOSE AND POWERS. The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR

PRINCIPLE OFFICE. The address of the initial registered office of the corporation is 700 North Third East, Mountain Home, Idaho and the name of its initial registered agent at such address is Robert F. McLaughlin.

ARTICLE FIVE

DIRECTORS. The number of directors constituting the initial board of directors of the corporation is four, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Susan Davis	2860 Adams, Denver, Colorado
Elizabeth Hopkins	920 North Hays, Pocatello, Idaho
Robert F. McLaughlin	700 North 3rd East, Mountain Home, Idaho

Daniel McLaughlin
(James D.)

Route No. 3, Franklin, Tennessee

ARTICLE SIX

INCORPORATORS. The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert F. McLaughlin	700 North 3rd East, Mountain Home, Idaho
Elizabeth Hopkins	920 North Hays, Pocatello, Idaho

ARTICLE SEVEN

CAPITALIZATION. The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares at \$1.00 par value.

ARTICLE EIGHT

RIGHT TO AMEND. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now and hereafter prescribed by law, and all rights and powers conferred here on stockholders, directors and officers are subject to this reserve power.

ARTICLE NINE

HOW AMENDED. These articles may be amended by resolution setting forth such amendment or amendments adopted by any meeting of the stockholders by vote of a majority of all the stock of said corporation.

ARTICLE TEN

OFFICERS. Until the first annual meeting of the stockholders and the election qualification of the officers the following persons shall serve as officers of the corporation.

President	-	Robert F. McLaughlin
Vice President	-	Daniel McLaughlin
Secretary	-	Susan Davis
Treasurer	-	Elizabeth Hopkins


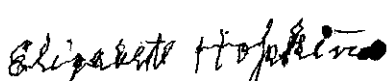
ARTICLES OF INCORPORATION-2

the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same.

ARTICLE ELEVEN

SALE AND ISSUE OF SHARES. The corporation hereby adopts a plan to offer for sale and issue 10,000 shares at \$1.00 per share of common stock pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended, and Section 1.1244 of the Regulations promulgated thereunder, for a period commencing on the date on which these Articles of Incorporation are filed in the office of the Secretary of State and ending two years thereafter or ending on the date when this corporation shall make a subsequent offering of any stock, whichever shall first occur, and the consideration for the said shares to be sold and issued shall be in the total dollar amount of not more than \$10,000.00 at \$1.00 per share, payable in cash or other property (other than stock or securities), and all such stock shall be known as "Section 1244 Stock". The officers of the corporation upon their election shall do all acts and perform all things necessary, convenient or advisable to issue the afore-said stock in accordance herewith and to carry out the effect of this plan.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 1979.


Robert F. McLaughlin-Incorporator

Elizabeth Hopkins-Incorporator

STATE OF IDAHO)
) ss
COUNTY OF Bannock)

On this 13th day of November, in the year 1979,
personally appeared Elizabeth Hopkins, known to me to be
the person whose name is subscribed to the foregoing instrument,
and acknowledged to me that she executed the same.

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

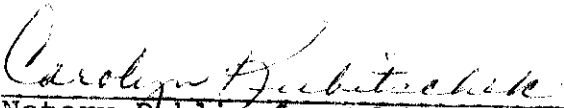


Notary Public for Idaho
Residing at: Pocatello, Idaho

STATE OF IDAHO)
) ss
COUNTY OF ELMORE)

On this 15th day of November, in the year 1979,
personally appeared Robert F. McLaughlin, known to me to
be the person whose name is subscribed to the foregoing instru-
ment, and acknowledged to me that he executed the same.

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



Notary Public for Idaho
Residing at: Mountain Home, Idaho