

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

WATSON, PIERSON INC.
File number C 119263

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: April 25, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hatley*

ARTICLES OF INCORPORATION

of

WATSON, PIERSON INC.

SECRETARY OF STATE
IDAHO
97
DATE OF FILING 1997
0600
CK #: 10890
CORP
SECRETARY OF STATE
IDAHO
AM 9:12
#

KNOW ALL MEN BY THESE PRESENTS: that we the undersigned being of legal age, citizens and residents of the United States, for the purpose of forming a corporation under and by virtue of the laws of the State of Idaho relating to private corporations, provide as follows:

I.

NAME

The name of the corporation shall be WATSON, PIERSON INC.

II.

PERIOD OF DURATION

This corporation shall have perpetual existence, unless the same is sooner dissolved or disincorporated pursuant to law.

III.

PURPOSE

Said corporation is organized for the purpose or purposes of conducting any and all lawful business for which corporations may be incorporated in the State of Idaho.

IV.

AGGREGATE NUMBER OF SHARES

Said corporation shall have authority to issue Ten Thousand (10,000) shares of common stock at no par value.

V.

INITIAL REGISTERED OFFICE

Said corporation is organized at, and the place of its principal office and business shall be, 915 N. Moonstone, Idaho Falls, Idaho 83401, but branch places of business may be

established at other places, whether within or without the State of Idaho, or the United States of America.

VI.

REGISTERED AGENT

The Registered Agent of said corporation is Douglas B. Watson, 915 N. Moonstone, Idaho Falls, Idaho 83401.

VII.

INITIAL BOARD OF DIRECTORS

The persons who are to serve as directors until the first annual meeting of the shareholders, or until successors be elected and qualified is:

Douglas B. Watson
915 N. Moonstone
Idaho Falls, ID 83401

Janice Watson
915 N. Moonstone
Idaho Falls, ID 83401

Gail Pierson
440 N. Ladino Dr.
Idaho Falls, ID 83401

Lloyd G. Pierson
440 N. Ladino Dr.
Idaho Falls, ID 83401

The number of members of the Board of Directors shall be as specified in the By-Laws. The initial Board of Directors shall consist of four persons.

VIII.

INCORPORATORS

The name and address of each incorporator is:

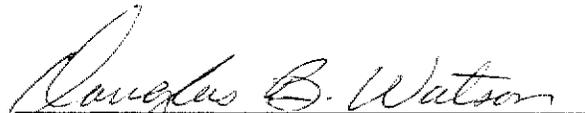
Douglas B. Watson
915 N. Moonstone
Idaho Falls, ID 83401

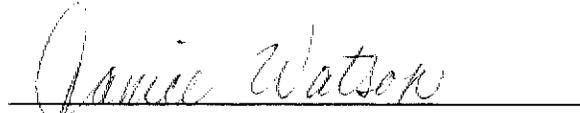
Janice Watson
915 N. Moonstone
Idaho Falls, ID 83401

Gail Pierson
440 N. Ladino Dr.
Idaho Falls, ID 83401

Lloyd G. Pierson
440 N. Ladino Dr.
Idaho Falls, ID 83401

IN WITNESS WHEREOF I have hereunto set my hand this 12th day
of April, 1997.


DOUGLAS B. WATSON


JANICE WATSON


GAIL PIERSON

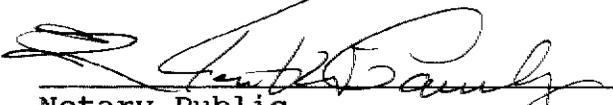

LLOYD G. PIERSON

STATE OF IDAHO)
County of Bonneville) ss.

On this 12 day of April, 1997, before me the undersigned,
a Notary Public in and for said State, personally appeared DOUGLAS
B. WATSON and JANICE WATSON, known to me to be the persons whose
names are subscribed to the within instrument and acknowledged to
me that they executed the same.

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

(seal)

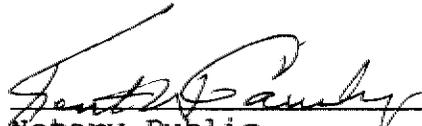

Notary Public
Residing at: Idaho Falls ID
My commission expires: 6/15/98

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 12 day of April, 1997, before me the undersigned, a Notary Public in and for said State, personally appeared GAIL PIERSON and LLOYD G. PIERSON, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

(seal)



Notary Public
Residing at: *Waho Falls,*
My commission expires: *6/58/98*