

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

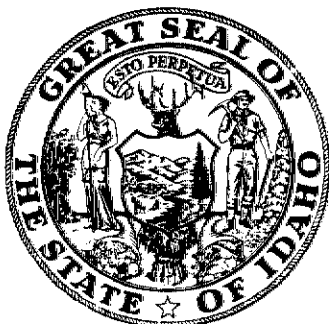
GUARANTEE TRANSMISSION, INC.

File number C 119915

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: June 19, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hackley*

**ARTICLES OF INCORPORATION OF
GUARANTEE TRANSMISSION, INC.**

JUN 19 AM 8:38
SECRETARY OF STATE
STATE OF IDAHO

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 hereinafter stated pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

FIRST:

The name of the corporation is Guarantee Transmission, Inc.

SECOND:

The period of its duration is: Perpetual.

THIRD:

The purposes for which said corporation is formed are: The transaction of any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH:

The address of the registered office of the corporation is 3526 13th Street, Lewiston, Nez Perce County, Idaho. The name of the registered agent is Dean B. Ellis with the foregoing address.

FIFTH:

The total authorized number of shares of common stock is 100,000 shares of the par value of \$1.00 per share, aggregate par value, \$100,000.

SIXTH:

Provisions granting preemptive rights are: As contained in Idaho Code Section 30-1-26 and as that section reads this date.

ARTICLES OF INCORPORATION -1-

IDAHO SECRETARY OF STATE
DATE 06/19/1997
0900 103696 2
CK #: 6610 CUST# 4725
CORP 1@ 100.00= 100.00

LAW OFFICES OF
CLARK AND FEENEY
LEWISTON, IDAHO 83501

SEVENTH:

Provisions for the regulation of the internal affairs of the corporation are: The incorporators elect not to include such provisions in these Articles.

EIGHTH:

The number of directors constituting the initial board of directors of the corporation is one (5), and the name and address 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:

Name

Address

Dean B. Ellis

1914 Power Avenue, Lewiston, ID 83501

John N. Ellis

Box 236, Mead, Washington 99021

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.

The directors shall have the power to make and to alter or amend the By-Laws, 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 amount upon the property and franchise of this corporation.

NINTH:

The name and address of each incorporator is:

Dean B. Ellis

1914 Power Avenue, Lewiston, ID 83501

John N. Ellis

Box 236, Mead, Washington 99021

TENTH:

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

DATED at Lewiston, Idaho, this 13 day of June, 1997.

Dean B. Ellis

John N. Ellis

STATE OF IDAHO)
) ss.
County of Nez Perce)

BE IT REMEMBERED that on this 13 day of June, 1997, personally appeared the foregoing incorporators, 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.



Darla Wilkins

Notary Public for State of Idaho

Residing at: Lunston

My commission expires: 9-26-75