

State of Idaho

Department of State

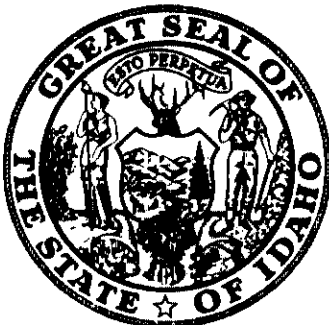
CERTIFICATE OF INCORPORATION OF

INUNISON, INC.
File number C 110939

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 12, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Siebel*

ARTICLES OF INCORPORATION

OF

InUnison, Inc.

JUN 12 10 24 AM '95
SECRETARY OF STATE
STATE OF IDAHO
The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

InUnison, Inc. shall be the name of this corporation.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To manage and supervise payroll and accounting systems for various entities.

2. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The name of the registered agent and registered office of this corporation and the principal place for the transaction of its business is hereby designated as L. Troy Clayton, 320 Memorial Drive, Idaho Falls, Idaho, 83402.

IDAHO SECRETARY OF STATE
19950612 0900 96392 2
CX #: 15785 CUST# 0402
CORP

10 100.00= 100.00

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 common shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code.

Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The amount of capital stock actually subscribed by the persons whose residences are hereinafter set forth appear opposite the names of said persons as follows, to wit:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK</u>
Frank L. VanderSloot	P.O. Box 50305 Idaho Falls, Idaho 83405	100 shares

ARTICLE IX

NAME AND ADDRESS OF BOARD OF DIRECTORS

The names and addresses of the Board of Directors elected by the Shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
L. Troy Clayton	P.O. Box 50126 Idaho Falls, Idaho 83405

ARTICLE X

NAME, ADDRESS, AND TITLE OF OFFICERS

The names, addresses, and titles of Officers elected by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
L. Troy Clayton	P.O. Box 50126 Idaho Falls, Idaho 83405	President
Cindy Armour	P.O. Box 50126 Idaho Falls, Idaho 83405	Secretary

ARTICLE XI

NAME AND ADDRESS OF INCORPORATOR

The incorporator is R. James Archibald, P.O. Box 36, Rigby, Idaho, 83442.

DATED in duplicate original this 8 day of June, 1995.



R. James Archibald

STATE OF IDAHO)
) ss
County of Jefferson)

On this 8th day of June, 1995, before me, the undersigned, a Notary Public in and for said State, personally appeared R. James Archibald, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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

(Seal)


Notary Public for Idaho
Residing at: Rigby
My Commission Expires: 1-18-2000