



**CERTIFICATE OF INCORPORATION
OF**

NORTH COUNTRY ENTERPRISES, 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 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: January 21, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]* _____

ARTICLES OF INCORPORATION
OF
NORTH COUNTRY ENTERPRISES, INC.

ONE: The name of this corporation is North Country Enterprises, Inc.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the general Corporation Law of Idaho other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Idaho Corporation Code.

THREE: The name and address in this state of the corporation's initial agent for service of process is:

JUDITH M. DUNAHEE
4300 Woodland Drive
Sandpoint, Idaho 83864

FOUR: This corporation is authorized to issue only one class of shares of stock which shall be designated common stock. The total number of shares it is authorized to issue is ten thousand (10,000), par value of which is \$1.00 for each share.

FIVE: This corporation is a close corporation, and the period of duration shall be perpetual. All of the corporation's issued shares of all classes shall be held of record by not more than two persons.

SIX: The names and addresses of the persons who are appointed to act as the initial directors of this corporation are:

JUDITH M. DUNAHEE
4300 Woodland Drive
Sandpoint, Idaho 83864

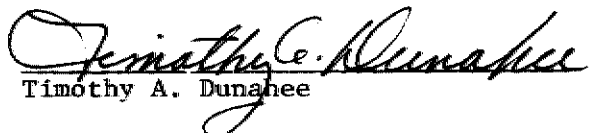
TIMOTHY A. DUNAHEE
4300 Woodland Drive
Sandpoint, Idaho 83864

IN WITNESS WHEREOF, the undersigned, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

DATE:

January 17, 1986


Judith M. Dunahsee


Timothy A. Dunahsee

The undersigned, being all the persons named above as the initial directors, declare that they are the persons who executed the foregoing