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State of Idaho

Department of State

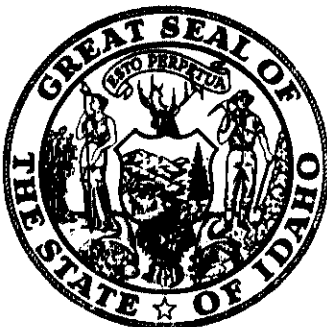
CERTIFICATE OF INCORPORATION OF

CARROLL 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: March 18, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Davis*

ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE

CARROLL ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That 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

The name of this corporation is CARROLL ENTERPRISES, INC.

ARTICLE II

The objects and purposes for which this corporation are formed are:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location and address of the registered office of the corporation shall be and is: 1471 Shoreline Dr., Suite 106, Boise, Idaho 83702. The name and address of the registered agent is: John D. Carroll, 1471 Shoreline Dr., Suite 106, Boise, Idaho 83702.

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ARTICLE V

The amount of the capital stock of the corporation shall be 10,000 shares and each share shall have no par value. Said stock shall be and is non-assessable.

ARTICLE VI

The names and post office addresses of the original incorporators are:

John D. Carroll
3621 N. 36th St.
Boise, Idaho 83703

James A. Batten
3223 N. 28th St.
Boise, Idaho 83703

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three whose names and addresses are:

John D. Carroll
3621 N. 36th St.
Boise, Idaho 83703

James A. Batten
3223 N. 28th St.
Boise, Idaho 83703

Carl B. Davis
2411 1st Street
LaVerne, California 91750

The above named persons shall serve as directors until the first annual meeting of shareholders or until successors be elected and qualified.

ARTICLE IX

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or shareholders of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any directors, individual or any firm of which any director or shareholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation provided the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or shareholders of the corporation which shall authorize any such contract or transaction with like force and effect as if he/she were not such officer or director of such other corporation or not so interested.

ARTICLE X

The personal liability of a director/shareholder to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director/shareholder is hereby eliminated and no director/shareholder shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduc-

iary duty as a director/shareholder, except that the personal liability of a director/shareholder to the corporation or its stockholders for any breach of the directors/shareholders duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director/shareholder to the corporation of its stockholders for the liability imposed by Idaho Code 30-1-48 shall not be eliminated and the personal liability of a director/shareholder to the corporation or its stockholders for personal liability for any transaction from which the director/shareholder derived a legally improper personal benefit shall not be eliminated.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 17TH day of MARCH, 1994.



John D. Carroll



James A. Batten

STATE OF IDAHO)
 : ss.
County of Ada)

John D. Carroll and James A. Batten, being first duly sworn, upon oath, depose and state as follows:

That they are the incorporators named in the above-entitled Articles of Incorporation; that they have read the foregoing Articles of Incorporation and know the contents thereof and that the same are true as they verily believe.

John D. Carroll
John D. Carroll

James A. Batten
James A. Batten

SUBSCRIBED AND SWORN To before me this 17th day of March, 1994.

Karen M. Davis
Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 11/15/94

(SEAL)