

State of Idaho

Department of State

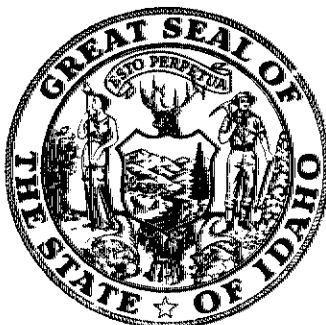
CERTIFICATE OF INCORPORATION OF

WILLIAMS COMPANY, INC.
File number C 118725

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 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

Shelly J. Clark

ARTICLES OF INCORPORATION
of
WILLIAMS COMPANY, INC.

MAILED 2-12-1997
STATE OF IDAHO

The undersigned person, acting as incorporator of a small business corporation under the laws of the State of Idaho as contained in Title 30 of the Idaho Code entitled "General Business Corporation Act," hereby adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is Williams Company, Inc..

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock. All of said stock shall be known as common stock and shall be nonassessable.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Ivan Williams
707 Birch
Bannock County
Pocatello, Idaho 83201

IDAHO SECRETARY OF STATE
DATE 03/17/1997
0900 73850 2
CK #: 33704782 CUST# 78355
CORP 1@ 100.00= 100.00

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ARTICLE IV PLACE OF BUSINESS

The address of the registered office shall be:

707 Birch
Bannock County
Pocatello, Idaho 83201

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the State of Idaho.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Vicki Williams
707 Birch
Pocatello, Idaho 83201

Katrena Williams
707 Birch
Pocatello, Idaho 83201

Ivan Williams
707 Birch
Pocatello, Idaho 83201

David Williams
707 Birch
Pocatello, Idaho 83201

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date of which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

**ARTICLE IX
INCORPORATORS**

The name and address of the incorporator is :


Vicki Williams
707 Birch
Pocatello, Idaho 83201

**ARTICLE X
DURATION**

The period of duration of this corporation shall be perpetual.

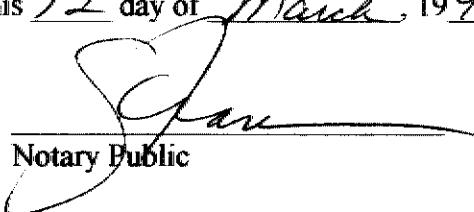
Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Vicki Williams, Incorporator
707 Birch
Pocatello, Idaho 83201

State of Idaho, County of Bannock, ss:

Subscribed and sworn to (or affirmed) before me this 12 day of March, 1997.


Notary Public