

DEC 15 4 01 PM '00

**ARTICLES OF INCORPORATION
OF
STEELHEAD CONSULTING, INC.**

SECRET
STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is SteelHead Consulting, Inc..

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The objects and purposes for which this Corporation is organized shall be the transaction of any or all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH: The capital stock of this Corporation shall consist of One Thousand (1000) shares of nonassessable common stock, with a par value of \$1.00.

FIFTH: No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the board of directors evidenced by a resolution duly passed at a regular meeting of the board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees, or assigns shall be required to offer in writing to sell to the board of directors the number of shares of the capital stock held by them to such person or persons as the board of directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation or in such other manner for disposition of shares as may from time to time be agreed upon by the shareholders pursuant to an agreement governing purchase and sale of stock.

IDAHO SECRETARY OF STATE

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SIXTH: No director or stockholder shall have personal liability to the corporation or its shareholders for monetary damages for any action taken or any failure to take action, as a director, except liability for:

1. The amount of a financial benefit received by a director to which he is not entitled.
2. An intentional infliction of harm on the corporation or the shareholders;
3. A violation of Section 30-1-833, Idaho Code, or
4. An intentional violation of criminal law; and

SEVENTH: By majority vote of the shareholders the corporation may indemnify a director for liability, as defined in section 30-1-850(5), Idaho Code, to any person for any action taken, or any failure to take any action, as a director, except liability for:

1. Receipt of a financial benefit to which he is not entitled,
2. An intentional infliction of harm on the corporation or its shareholders,
3. A violation of Section 30-1-833, Idaho Code, or
4. An intentional violation of criminal law.

EIGHTH: The location and post office address of the principal place of business of this Corporation in the State of Idaho shall be 5840 Collister Drive, Boise, Idaho 83703. The initial registered agent of this Corporation is Penland Munther Goodrum, Chartered and its address is 1161 W. River Street, Suite #260, Boise, Idaho 83702.

NINTH: The business of this Corporation shall be managed and conducted by a Board of Directors of initially two (2) directors. The directors shall be as follows:

<u>Name</u>	<u>Address</u>
James F. Smith III	5840 Collister Drive, Boise, Idaho 83703
Matalee L. Smith	5840 Collister Drive, Boise, Idaho 83703

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Matalee L. Smith	5840 Collister Drive, Boise, Idaho 83703

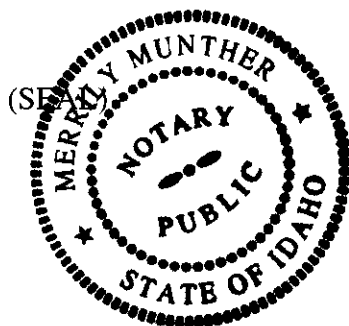
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of December, 2000.

Matalee L. Smith
Matalee L. Smith

STATE OF IDAHO)
) ss.
County of Ada)

On this 13th day of December, 2000, before me, Merrily Munther, the undersigned, a Notary Public in and for said state, personally appeared Matalee L. Smith, known or identified to me to be the Incorporator of the corporation who executed the instrument, or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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



Merrily D. Munther
Notary Public for Idaho
Residing at Boise
My Commission Expires 8/29/06