



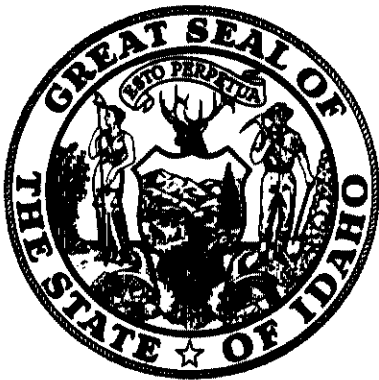
**CERTIFICATE OF INCORPORATION
OF**

VARNADOE 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: July 01, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

RECEIVED
SEC. OF STATE
JUN 20 1934
ARTICLES OF INCORPORATION
of
VARNADOE ENTERPRISES, INC.

JUN 1 9 27 AM '34
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned citizens of the United States of America, over the age of 21 years, have this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be Varnadoe Enterprises, Inc.

II.

That the purposes for which this corporation is formed are to engage in the business of freight and delivery services. The corporation shall have the authority and power to sell or purchase its own stock, or to sell and purchase the corporate stock of any corporation; to take, own and hold mortgages or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation municipality, State, Federal or Foreign Governments, endorse discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise,

so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is 4460 Kingsway, Chubbuck, County of Bannock, State of Idaho.

V.

The registered agent of the Corporation shall be David B. Varnadoe and the initial registered office shall be 4460 Kingsway, P.O. Box 5429, Chubbuck, Idaho 83202.

VI.

That the number of Directors of said corporation shall be not less than two, nor more than seven. The initial members of the Board of Directors shall be:

- 1) David B. Varnadoe
3970 Gregg Circle
Pocatello, Idaho 83201
- 2) Nancy C. Varnadoe
3970 Gregg Circle
Pocatello, Idaho 83201

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Directors duty of loyalty to the corporation or its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code 30-1-48.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, Secretary, and Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State, or Local Laws.

VIII.

That the amount of the total authorized capital stock is \$100,000.00; of said stock the entire authorization shall be common stock of the par value of \$1.00 per share. (100,000 shares) No pre-emptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is 200 shares of common stock. The following are the names of the subscribers, his or her address,

and the number, in par value of shares subscribed for by him or her:

David B. Varnadoe
3970 Gregg Circle
Pocatello, Idaho 83201

100 Shares

Nancy C. Varnadoe
3970 Gregg Circle
Pocatello, Idaho 83201

100 Shares

Additional stock shall not be issued in the corporation without approval of two-thirds (2/3) vote of all issued and outstanding stock.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of June, 1991.

David B. Varnadoe
Nancy C. Varnadoe

STATE OF IDAHO)
 :
County of Bannock)

On this 17th day of June, 1991, before me, the undersigned Notary Public in and for said County and State, personally appeared David B. Varnadoe and Nancy C. Varnadoe, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

SEAL

Anna Preslar
NOTARY PUBLIC FOR IDAHO
Residing at: Pocatello
Commission expires: 2-5-94