

State of Idaho

Department of State

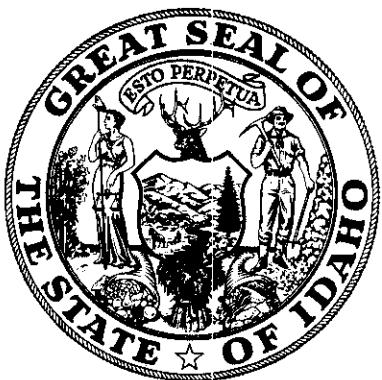
CERTIFICATE OF INCORPORATION OF

I.C.P. RENTALS, 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: November 5, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: *John Clark* _____

ARTICLES OF INCORPORATION

FOR

I.C.P. RENTALS, INC.

KNOWN TO ALL MEN BY THESE PRESENTS -- THAT WE, THE UNDERSIGNED, BRING NATURAL PERSONS OF FULL AGE AND CITIZENS OF THE UNITED STATES OF AMERICA, HAVE THIS DAY VOLUNTARILY ASSOCIATED OURSELVES TOGETHER FOR THE OBJECTIVE OF FORMING A CORPORATION UNDER AND PURSUANT TO THE PROVISIONS OF THE GENERAL CORPORATION LAWS OF THE STATE OF IDAHO, AND ACT AMENDING AND SUPPLEMENTING SAID LAWS, DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

THE NAME OF THE CORPORATION IS "I.C.P. RENTALS, INC."

ARTICLE II

THE PERIOD OF DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

ARTICLE III

THE PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED ARE:

- (A) THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE LAWS OF THE STATE OF IDAHO.
- (B) INCLUDED IN THE OMNIBUS PURPOSE CLAUSE SET FORTH ABOVE ARE:
 - (1) TO ENGAGE IN AND CARRY ON A GENERAL WHOLESALE AND RETAIL SALES OF CONSTRUCTION SUPPLIES AND EQUIPMENT AND RENTALS THEREOF.
 - (2) TO ENGAGE IN AND CARRY ON A GENERAL WHOLESALE AND RETAIL SALES OF AUTOMOBILES, AND MOTORCYCLES, AND POWER PRODUCTS, AND PARTS AND ACCESSORIES, AND SERVICE RELATED THERETO OR CONNECTED THEREWITH.

(A1)

- (3) TO MAKE IMPROVEMENTS ON REAL ESTATE, AND THE DOING OF ANY AND ALL OTHER BUSINESS AND CONTRACTING INCIDENTAL THERETO, OR CONNECTED THEREWITH, AND THE DOING AND PERFORMING ANY AND ALL ACTS OR THINGS NECESSARY, PROPER, OR CONVENIENT FOR OR INCIDENTAL TO THE POWERS OR PURPOSES HEREIN MENTIONED.
- (C) TO CONDUCT BUSINESS IN THE STATE OF IDAHO AND OTHER STATES, THE DISTRICT OF COLUMBIA, TERRITORIES AND COLONIES OF THE UNITED STATES AND IN FOREIGN COUNTRIES, AND TO HAVE ONE OR MORE OFFICES OR PLACES OF BUSINESS OUT OF THE STATE, AND TO ACQUIRE, RECEIVE, HOLD, PURCHASE LEASE, MORTGAGE, DISPOSE OF OR CONVEY REAL AND PERSONAL PROPERTY SITUATED OUT OF THIS STATE.
- (D) TO PURCHASE AND RE-ISSUE THE SHARES OF ITS CAPITAL STOCK ACCORDING TO LAW. WHEN SUCH STOCK IS OWNED BY THE CORPORATION, SUCH STOCK WILL NOT BE CONSIDERED VOTING STOCK DIRECTLY OR INDIRECTLY.
- (E) THE POWER AND CAPACITY TO ACT POSSESSED BY A NATURAL PERSON WHICH ACTS ARE NECESSARY OR PROPER TO ACCOMPLISH THE CORPORATE PURPOSES AND WHICH ARE NOT REPUGNANT TO LAW, INCLUDING, BUT NOT LIMITED TO ALL THE POWERS AND AUTHORITIES NOW OR HERAFTER CONFERRED BY THE LAWS OF THE STATE OF IDAHO UPON CORPORATIONS FORMED THEREUNDER.

IT IS EXPRESSLY PROVIDED THAT THE ENUMERATION OF THE FOREGOING PURPOSES AND OBJECTS OF THE SAID CORPORATION SHALL NOT BE CONSTRUED TO LIMIT OR RESTRICT THE GENERAL POWERS OF THE CORPORATION AS PROVIDED BY THE STATUTORY LAWS OF THE STATE OF IDAHO.

ARTICLE IV

THERE SHALL BE ONLY ONE CLASS OF STOCK, AND THAT CLASS SHALL BE DESIGNATED

AS COMMON STOCK. THERE SHALL BE NO PREFERRED OR SPECIAL CLASS STOCK ISSUED. THE SHARES OF STOCK SHALL NOT BE ISSUED UNTIL PAYMENT IN FULL HAS BEEN RECEIVED, AND SUCH STOCK SHALL BE KNOWN AS NONASSESSABLE STOCK, AND THE CERTIFICATE SHALL STATE ON ITS FACE THAT IT IS NONASSESSABLE STOCK, AND THE SHAREHOLDERS SHALL HAVE NO LIABILITY FOR CORPORATE OBLIGATIONS. EACH SHARE OF STOCK SHALL HAVE THE VOTING RIGHTS AS NOW OR HEREAFTER GRANTED BY THE LAWS OF THE STATE OF IDAHO RELATING TO CORPORATIONS.

ARTICLE V

THE TOTAL AUTHORIZED NUMBER OF PAR VALUE SHARES IS TWO THOUSAND (2000) AND THEIR AGGREGATE PAR VALUE IS TWO HUNDRED THOUSAND (\$200,000) DOLLARS. PAR VALUE PER SHARE IS ONE HUNDRED (\$100) DOLLARS PER SHARE. THE CORPORATION IS NOT AUTHORIZED TO ISSUE ANY NO PAR VALUE SHARES OF STOCK.

ARTICLE VI

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 724 FIRST STREET SOUTH, NAMPA, IDAHO 83651. THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS JOAN DURHAM.

ARTICLE VII

THERE SHALL BE TWO DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS ARE AS FOLLOWS:

JOAN DURHAM 724 FIRST ST. S. NAMPA - IDAHO 83651
MELODY MAGER 724 FIRST ST S. NAMPA - IDAHO 83651

THE FOREGOING PEOPLE ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFIED.

ARTICLE VIII

THE NAME OF EACH OF THE INCORPORATORS IS AS FOLLOWS:

JOAN DURHAM

MELODY MAGER

ARTICLE IX

EACH OF THE FOREGOING INCORPORATORS ARE OF FULL AGE AND CITIZENS OF THE UNITED STATES OF AMERICA.

ARTICLE X

AMENDMENT OF THESE ARTICLES SHALL BE ACCOMPLISHED ONLY AS NOW AND HEREAFTER PRESCRIBED BY LAW RELATING TO AMENDMENT OF ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS THIS 2nd DAY OF November, 1985.

Joe Durham
JOAN DURHAM

W. Dally
MELODY MAGER