

State of Idaho

Department of State

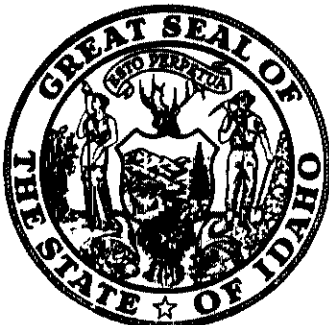
CERTIFICATE OF INCORPORATION OF

PROFESSIONAL PURCHASING, 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: February 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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SECRETARY OF STATE Corporation

of

Professional Purchasing, Inc.

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The undersigned, who is twenty-one years or older, for the purpose of forming a C-corporation in accordance with the Idaho Business Corporation Act, hereby certifies:

Article I. Name. The name of the corporation is Professional Purchasing, Inc. and shall be perpetual in it's existence.

Article II. Purpose. The purposes for which this Corporation is organized are to negotiate contracts in behalf of other corporations, associations, partnerships, or individuals, or to perform any incidental purchasing transaction in connection therewith on behalf of the corporations, associations, partnerships, or individuals for whom contractual agreements are established, to take and hold title to real estate or securities and transfer or convey the same and to perform any incidental transactions in connection therewith on behalf of the corporations, associations, or individuals for whom Corporation shall hold title.

Article III. Capital Stock. Professional Purchasing Inc. holds 50,000 shares of common stock and authorized said stock at no par value.

Article IV. Registered office. Corporation's registered office is at 24 West 1 South St, Rexburg, Idaho, 83440, and the name of Corporation's registered agent at that address is Eugene W. Wolfley.

Article V. Directors.
Section 1. Corporation's business shall be managed by a Board of not fewer than 2 members. The names and address of each incorporator and each person now constituting the Board of Directors, who shall serve until their successors are duly elected, are:

NAME	ADDRESS
Eugene W. Wolfley	4063 West 1000 North, Rexburg, Idaho, 83440
Linda Wolfley	4063 West 1000 North, Rexburg, Idaho, 83440

Section 2. Directors. Directors need not be shareholders of the corporation. A majority of the directors at any time shall be citizens of the United States. The number of directors may change as the corporation grows. Added members will be so done by a majority vote of the board of directors.

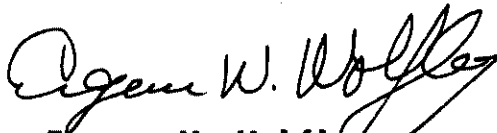
Section 3. Meetings of Directors. Meetings of the directors of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices, or waivers of notice, thereof.

Section 4. Code of Bylaws. The board of directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the code of bylaws of the corporation but the affirmative vote of a majority of the members of the board of directors, for the time being, shall be necessary to make such code or to effect any alteration, amendment or repeal thereof.

Section 5. Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred, the board of directors is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existed under the provisions of the act.

Section 6. Amendment of Articles of Incorporation. The corporation reserves the right to alter, amend, or repeal any provisions contained in these articles of incorporation in the manner now or hereafter prescribed by the provisions of the act, or any other pertinent enactment of the general assembly of the State of Idaho; and all rights and powers conferred hereby on shareholders, directors, and officers of the corporation are subject to such reserved right.

IN WITNESS WHEREOF, we have made, subscribed, and acknowledged this certificate the 16 OF Feb., 1994.


Eugene W. Wolfley


Linda Wolfley

State of Idaho,

County of Madison,

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of Idaho, certify that Eugene W. Wolfley, Linda Wolfley and Carey Lyn Wolfley, being all of the incorporators referred to in article V of the foregoing articles of incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and notarial seal this 16th day of February, 1994.

My commission expires 4-10-94.

