



**CERTIFICATE OF INCORPORATION
OF**

NORTH IDAHO COUNSELING, 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 28, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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SEC. OF STATE

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ARTICLES OF INCORPORATION

of

NORTH IDAHO COUNSELING, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, JAMIE MARTIN, do hereby form the following corporation pursuant to the Idaho Business Corporation Act.

ARTICLE I

The name of this Corporation shall be: NORTH IDAHO COUNSELING, INC.

ARTICLE II

The period of the duration of this Corporation shall be perpetual.

ARTICLE III

The location of the registered office of the Corporation in the State of Idaho shall be 915 W. Miles, Hayden Lake, Idaho. The registered agent at the registered office of this Corporation is Jamie Martin.

ARTICLE IV

The purposes and objects of the corporation are as follows:

The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE V

The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares, all one class, having no par value.

ARTICLE VI

The number of directors constituting the initial board of directors of the Corporation is not less than one (1) nor more than three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and shall qualify are:

Jamie Martin
915 W. Miles
Hayden Lake, Idaho 83835.

ARTICLE VII

The name and address of the initial incorporator(s) is: Jamie Martin, 915 W. Miles, Hayden Lake, Idaho 83835.

IN WITNESS WHEREOF, the parties hereto have executed these presents this 20th day of February, 1990.


JAMIE MARTIN

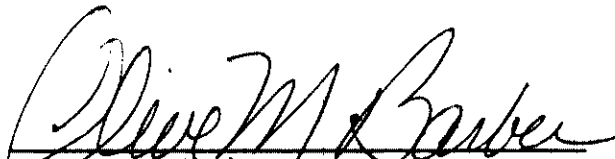
STATE OF IDAHO

County of Kootenai

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On this 20th day of February, 1990, before me, the undersigned notary public, personally appeared Jamie Martin, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she 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.


Notary Public for Idaho
Residing at Calgary, Alberta
Comm. Exp. Nov 1991