



CERTIFICATE OF INCORPORATION
OF

PONDEROSA PLAZA, INCORPORATED

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 3, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Clara H. H. H.*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

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PONDEROSA PLAZA, INCORPORATED

I, the undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be PONDEROSA PLAZA, INCORPORATED.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The street and post office address of the initial registered office of this corporation is 109 N. Main St., Cascade, Idaho (P. O. Box 778) 83611 and the name of the initial registered agent at such address is Marilyn Boehm.

IV.

The object and purpose of this corporation and the nature of its business shall be to own, operate, rent, maintain, and control the real property and improvements located at Ponderosa Plaza, in Cascade, Idaho, and the transaction of any or all lawful business pursuits incident thereto for which corporations may be incorporated under the Idaho Business Corporation Act. One or more of the divisions or parts of this corporation may be managed under a fictitious name.

V.

The total authorized number of shares of this corporation shall be 1000, with no stated par value, which shares shall be common stock and shall not be subject to assessment. The initial capitalization of the corporation shall be the value of the real estate to be purchased by the corporation and held in the corporation's name, and cash provided from the shareholders.

VI.

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

Marilyn Boehm; P. O. Box 778; Cascade, Idaho 83611.

VII.

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the Corporation.

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

Marilyn Boehm; P. O. Box 778; Cascade, Idaho 83611.

Irle Boehm; P. O. Box 778; Cascade, Idaho 83611.

Michael Boehm; 13753 Maidstone Court; Sterling Heights, Michigan 48077.

Andrew Cobb; 12564 E. Outer Drive; Detroit, Michigan 48224.

VIII.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

All stock issued by this corporation shall be subject to an AGREEMENT FOR THE PURCHASE AND SALE OF STOCK SHARES, to be placed on file at the office of the corporation, and each share issued by the corporation shall have evidence of such agreement printed on the certificate evidencing such share. Said agreement shall provide for the first option for the sale of all shares of the corporation to be held by the initial shareholders.

X.

The management of the affairs of the Corporation shall be by the Board of Directors, and as set forth in the By-Laws to be adopted hereafter.

XI.

The Board of Directors of the Corporation may, from time to time, distribute on a pro rata basis to its shareholders out of the capital surplus of the Corporation a portion of its assets, in cash or property.

XII.

The private property of the shareholders, directors, and officers shall be forever exempt, so far as possible under Idaho law, from the debts and obligations of the Corporation.

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 31st day of October, 1988.


Marilyn Boehm
(An Incorporator)

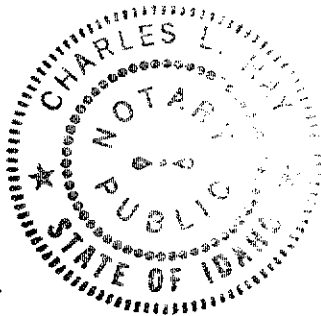
STATE OF IDAHO)

County of Valley } ss.

On this 31 day of October, 1988, before me the undersigned, a Notary Public in and for said State, personally appeared Marilyn Boehm, known to me or proved to me by satisfactory evidence to be the person whose name is subscribed to the foregoing Articles of Incorporation, 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.

(Seal)



Charles L. Hay
Notary Public for Idaho
Residing at Cascade
Commission expires 12/18/93