



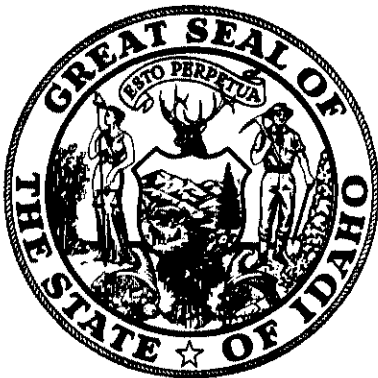
CERTIFICATE OF INCORPORATION
OF

RTI ASSOCIATES 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: March 15, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth D. Kabala

**ARTICLES OF INCORPORATION
OF**

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RTI ASSOCIATES INC.

I, the undersigned person of the age of eighteen years or more, as incorporator, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE 1. NAME

The name of this corporation is RTI ASSOCIATES INC.

ARTICLE 2. DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES

This corporation is organized for the following purposes:

(A) To design and implement sales and marketing plans for corporations and other business entities; to train and assist sales personnel employed by such businesses; and to provide direct sales and marketing services as an independent contractor.

(B) To engage in any lawful business, trade or activity that may be incidental or conducive to the attainment of the purposes of this corporation, and to exercise any and all powers authorized or permitted to be done by a corporation under applicable law.

ARTICLE 4. SHARES

This corporation shall have the authority to issue 50,000 shares of common stock, each with a par value of \$1.00.

**ARTICLE 5. CONTRACTS IN WHICH
DIRECTORS HAVE AN INTEREST**

Any contract or other transaction between this corporation and one or more of its directors, or between this corporation any any other corporation, partnership, firm or other entity in which such director(s) has an interest, shall

be valid for all purposes, notwithstanding the presence and/or participation of such director(s) at the meeting of the Board of Directors which acts upon such contract or transaction; provided, however, that the interest of such director(s) has been fully disclosed.

ARTICLE 6. DIRECTORS

The number of directors of this corporation shall be fixed by the Bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall be composed of two directors and each shall serve until a successor is elected and qualifies or until removal or resignation. The initial Board is as follows:

Kenneth H. Kaastad
327 Forest Drive
Coeur d'Alene, ID 83814

Mike Martinson
North 522-A Fiske
Spokane, WA 99202

ARTICLE 7. BYLAWS

The initial Board of Directors shall adopt Bylaws for this corporation and shall have the additional power to amend or repeal such Bylaws, subject to the power of the shareholders to amend or repeal such.

ARTICLE 8. REGISTERED AGENT/OFFICE

The initial registered agent for the corporation shall be Kenneth H. Kaastad and the office address of the registered agent shall be 327 Forest Drive, Coeur d'Alene, Idaho 83814.

ARTICLE 9. PREEMPTIVE RIGHTS

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

ARTICLE 10. CUMULATIVE VOTING

The right to cumulate votes in the election of directors shall not exist with respect to shares of stock of this corporation.

ARTICLE 11. RESTRICTION ON TRANSFER OF SHARES

In the event that any holder of common stock of this

corporation proposes to sell or otherwise transfer all or part of his stock, he shall so notify the corporation in writing. The corporation shall then have an option for a period of thirty days from receipt of such notice to purchase the stock at fair market value. If the corporation does not exercise its option, the stock may be sold by the holder to such person(s) and on such terms as (s)he sees fit. Appropriate language in compliance with this Article shall be endorsed upon every stock certificate issued by this corporation.

ARTICLE 12. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any or all of the provisions herein by the affirmative vote of the holders of two-thirds of the outstanding stock who are entitled to vote thereon.

ARTICLE 13. INCORPORATOR

The incorporator is Mike Martinson, whose address is North 522-A Fiske, Spokane, Washington 99202.

Dated this 13th day of March, 1991.

Mike Martinson

MIKE MARTINSON

Incorporator