



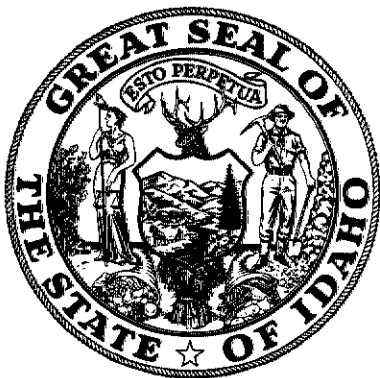
**CERTIFICATE OF INCORPORATION  
OF**

**THORWIN, LTD.**

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, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION

OF

THORWIN, LTD.  
A CLOSE CORPORATION

FEB 24 2 52 PM '88  
SECRETARY OF STATE

FIRST: The name of this corporation is THORWIN, LTD.

SECOND: It's registered office in the State of Idaho is to be located at 404 Lone Star Road, Nampa, Idaho 83651, County of Canyon. The registered agent in charge thereof is Charles H. Winston.

THIRD: The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the Corporation Laws of Idaho.

FOURTH: The amount of total authorized capital stock of the corporation is divided into 3,000 shares of no-par value.

FIFTH: The name and mailing address of the incorporator is as follows:  
Charles H. Winston, 404 Lone Star Road, Nampa, Idaho 83651

SIXTH: The powers of the incorporator are to terminate upon filing of the articles of incorporation, and the names and mailing addresses of persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Charles H. Winston, 404 Lone Star Road, Nampa, Idaho 83651  
Vaughn N. Thorne, 1012 Pueblo Street, Boise, Idaho 83702  
Henry E. Winston, 404 Lone Star Road, Nampa, Idaho 83651

SEVENTH: All of the corporation's stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock shall be subject to the following restrictions on transfer permitted by section 30-1-23A of the Corporation Laws of Idaho:

Each stockholder shall offer to the corporation or to any other holders of shares of the corporation a six month "first refusal" option to purchase his stock should he elect to sale.

The corporation or any holder of shares of the corporation or any other person or any combination of the foregoing, are obligated to purchase the shares which are or which become the subject of any written agreement respecting the purchase and sale of the restricted shares.

The corporation or holders of shares of the corporation must consent to any proposed transfer of the restricted shares or to approve the proposed transferee of the restricted shares.

NINTH: The duration of the corporation shall be perpetual.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho do make, file and record these articles, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

DATED AT: 24 FEB 88

