



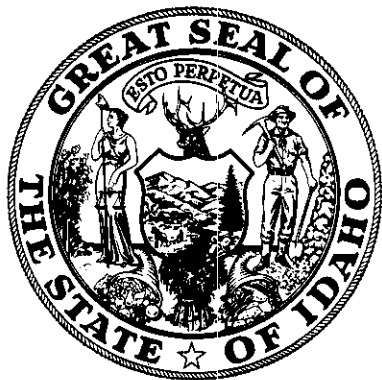
**CERTIFICATE OF INCORPORATION
OF**

WHATEVER, 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: **November 14, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF
WHATEVER, INC.

RECEIVED
SEC. OF STATE

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The undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I.

The name of this Corporation shall be "WHATEVER, INC.", and its existence shall be perpetual.

ARTICLE II.

This Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

ARTICLE III.

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE IV.

Shareholders of this Corporation shall have cumulative voting rights.

ARTICLE V.

1. The location and post office address of the registered office of this Corporation in this state shall be 102 Park View Tower, 250 Northwest Boulevard, Coeur d' Alene, Idaho 83814.

2. The registered agent of this Corporation at that address shall be Michael M. Megaard.

ARTICLE VI.

1. The aggregate number of shares which this Corporation shall have authority to issue is one hundred thousand (100,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have a par value of One Dollar (\$1.00) per share.

3. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

ARTICLE VII.

1. The number of Directors of this Corporation shall be fixed in the Bylaws and may be changed from time to time by amending the Bylaws.

2. In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm, or entity in which one or more of them are or may become interested as directors, officers, shareholders, members or otherwise.

3. The first Director of this Corporation shall be one (1) in number and his address is as follows:

<u>Name</u>	<u>Address</u>
Michael M. Megaard	102 Park View Tower 250 Northwest Blvd. Coeur d'Alene, ID 83814

4. The term of the first Director shall be until the first annual meeting of the shareholders of this Corporation or until his successor is elected and qualified.

ARTICLE VIII.

The name and address of the incorporator is as follows:

Michael M. Megaard
102 Park View Tower
250 Northwest Blvd.
Coeur d'Alene, ID 83814

IN WITNESS WHEREOF, the incorporator hereinabove named
has executed these Articles of Incorporation this 12th day
of November, 1985.

Michael M. Megaard
MICHAEL M. MEGAARD