



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

THE CONSULTING GROUP, 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: April 26, 1991'



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

ARTICLES OF INCORPORATION
OF
The Consulting Group, Inc.

RECORDED
SEC. OF STATE
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ARTICLE I

The name of this corporation shall be The Consulting Group, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The nature of the business and purpose for which this corporation is formed are as follows:

- (1) To carry on any lawful business whatsoever which the Directors of this corporation may deem proper or appropriate in furtherance of the foregoing purposes or otherwise or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business.
- (2) To have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed as such laws are now in effect or as they may at any time hereafter be amended.

ARTICLE IV

The registered office of this corporation shall be located at 1950 Foxborough Ct. Hayden Lake, Idaho, 83835. The initial registered agent shall be Richard L. Fisher at that address.

ARTICLE V

- 5.1 The authorized capital of this corporation shall be FIFTY THOUSAND DOLLARS (\$50,000.00), which shall be divided into two classes, denominated Class A Common stock and Class B Common stock. The shares of both classes shall each have a \$1.00 Value. The corporation shall have authority to issue Twenty five thousand (25,000) shares of Class A Common stock and Twenty five thousand (25,000) shares of Class B common stock. Class B Common stock shall have no voting rights.
- 5.2 Class B Common stock shall be automatically converted to Class A Common stock, on the basis of one (1) share

Class A Common stock for one (1) share of Class B Common stock, on the occurrence of any of the following conditions:

5.2.1 Any sale or transfer of substantially all the assets of the corporation; or

5.2.2 Any merger or consolidation

5.3 In the event of a conversion as set forth in paragraph 5.2, each share of issued and outstanding Class B Common stock shall be automatically converted into one (1) share of Class A Common stock, and the corporation shall forthwith give notice to all holders of Class B Common stock of such conversion; and upon surrender of the holder's existing certificate shall forthwith issue a certificate in due and proper form evidencing the number of shares of Class A Common stock held by such holder.

5.4 The issuance of certificates for shares of Class A Common stock upon conversion pursuant to paragraphs 5.2 and 5.3 shall be made without charge to any holder for the tax, fee or charge in respect to the issuance of such certificate, which tax, fee, or charge, if any, shall be paid by the corporation.

5.5 The record of date for any such conversion under paragraphs 5.2 and 5.3 shall be the earlier of (a) the giving of required notice by the corporation; or (b) the giving of notice by any holder of Class B Common stock of any claimed instance of automatic conversion under paragraph 5.2, if such claim shall thereafter be sustained.

5.6 Excepting the differences in voting rights, each share of Class B Common stock shall be treated as the equivalent of one (1) share of Class A Common stock, and no distinction shall be drawn between the two Classes in the payment of dividends, liquidation, or the like.

ARTICLE VI

This corporation shall be managed by a Board of Directors consisting of not less than (2) nor more than (9) directors. The following named persons shall serve as initial directors until the first annual meeting of shareholders or until their successors are elected and qualified.

Richard L. Fisher

1950 Foxborough Ct.
Hayden Lake, Idaho, 83835

Tammi Fisher

1950 Foxborough Ct.
Hayden Lake, Idaho, 83835

ARTICLE VII

The names and addresses of the incorporators of this corporation is as follows:

Richard L. Fisher

1950 Foxborough Ct.
Hayden Lake, Idaho, 83835

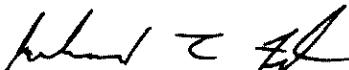
Tammi Fisher

1950 Foxborough Ct.
Hayden Lake, Idaho, 83835

ARTICLE VIII

The authority to make Bylaws for the corporation is hereby vested in the Board of Directors of this corporation, subject to the power of the shareholders to change or repeal such Bylaws. The Board of Directors shall not make or alter any Bylaw fixing their Compensation, qualification, classification or term in office.

IN WITNESS WHEREOF, this 22th day of April, 1991.



Richard L. Fisher



Tammi Fisher

CONSENT TO SERVE AS REGISTERED AGENT

I, RICHARD L. FISHER, hereby consent to serve as Registered Agent, in the State of Idaho, for THE CONSULTING GROUP, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.



Richard L. FISHER

Address: 1950 Foxborough CT.
Hayden Lake, Idaho 83835