



Department of State

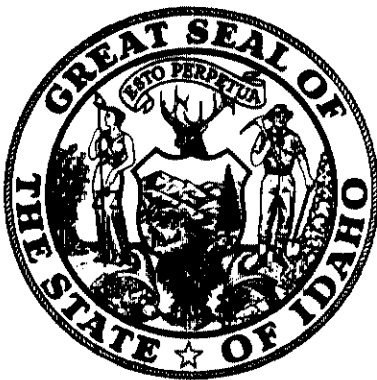
**CERTIFICATE OF INCORPORATION
OF**

BENEVOLENT FRIENDS, 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: October 25, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Christa Zandora

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ARTICLES OF INCORPORATION

OF

BENEVOLENT FRIENDS, LTD.

I, the undersigned, a natural person of the age of twenty-one years or more, acting as an incorporator under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is Benevolent Friends, Ltd.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted is the to engage in any and all activities allowed by the law of the State of Idaho.

ARTICLE IV - SHARES

The aggregate number of shares which this Corporation shall have the authority to issue is One Hundred Shares at no par value. All stock of the Corporation shall be of the same class, common, and shall have the same rights, voting power and preferences and be subject to the same restrictions. The Board of Directors or the Shareholders may adopt by-laws restraining the alienation of shares and providing for the

purchase or redemption by the Corporation of its shares.

ARTICLE V - PREEMPTIVE RIGHTS

The Shareholders shall have preemptive rights to acquire additional shares of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation's initial registered office is, 221 Joel, Chubbuck, Idaho, 83202. The name of the initial registered agent at such address is Tom Walker.

ARTICLE VII - ORIGINAL DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be one (1). His name and address is as follows:

Tom Walker
221 Joel
Chubbuck, Idaho, 83202

ARTICLE VIII - ORIGINAL SHAREHOLDERS AND INCORPORATORS

The original shareholder and incorporator has subscribed to one (1) share of common stock. His name and address is:

Tom Walker
221 Joel
Chubbuck, Idaho, 83202

ARTICLE IX - ORIGINAL OFFICERS

The name and residence addresses of the original officers are:

President: Tom Walker

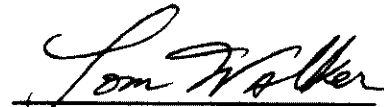
221 Joel
Chubbuck, Idaho 83202

Secretary-Treasurer: Leora Walker
221 Joel
Chubbuck, Idaho 83202

ARTICLE X - COMMON DIRECTORS TRANSACTIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporations's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because of his or their votes are counted for such purpose and each such directors of this Corporation is hereby released from liability which might otherwise exists from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract; or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, I hereunto sign and verify in triplicate these
Articles of Incorporation this 23 day of October, 1990.

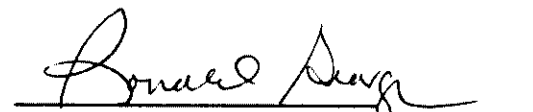

TOM WALKER

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 23 day of October, 1990, before me the undersigned, a Notary Public in and for said county and state, personally appeared TOM WALKER, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

(Seal)


NOTARY PUBLIC FOR IDAHO
My Commission Expires: May 1992
Residing at: Pocatello ID.