

State of Idaho

Department of State

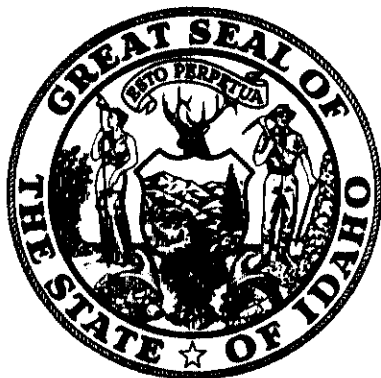
CERTIFICATE OF INCORPORATION OF

THE HIGHLANDS 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: August 15, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Parsons*

**ARTICLES OF INCORPORATION
OF
THE HIGHLANDS GROUP, INC.**

**AUG 15 4 10 PM '99
SECRETARY OF STATE**

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is **The Highlands Group, Inc.** ("Corporation").

**ARTICLE II.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III.
PURPOSES OF THE CORPORATION**

The Corporation is organized to do any acts and perform any business permitted by the Idaho Business Corporation Act.

**ARTICLE IV.
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00

**ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is Chandler, Dillion & Allyn, Chartered, 325 W. Idaho St., Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

**ARTICLE VI.
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Fred P. Thompson, Jr.	990 Parkhill Drive Boise, Idaho 83702
Samuel H. Crossland	311 Highland View Drive Boise, Idaho 83702
John B. Fery	1974 Wood Duck Lane Boise, Idaho 83706

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME

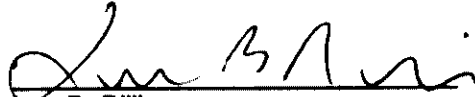
Lee B. Dillon

ADDRESS

325 West Idaho Street
Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: August 15, 1990


Lee B. Dillon