

**CERTIFICATE OF INCORPORATION  
OF**

VENTURE CONSULTANTS, 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: February 1, 1991



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

ARTICLES OF INCORPORATION  
OF  
VENTURE CONSULTANTS, INC.

Feb 1 12 05 PM '91  
SECRETARY OF STATE

The undersigned, being the incorporator of corporation organized under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the corporation is VENTURE CONSULTANTS, INC.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue are Ten Million (10,000,000) shares of common stock with \$1.00 par value.

ARTICLE V.

The address of the initial registered office of the corporation is 815 Park Boulevard, Suite 300, Boise, Idaho 83712, and the name of its initial registered agent at such address is HOWARD F. MANLY.

ARTICLE VI.

The number of directors constituting the initial board of

such person who is to serve as director until the first meeting of shareholders or until his successor or successors are elected and shall qualify are as follows:

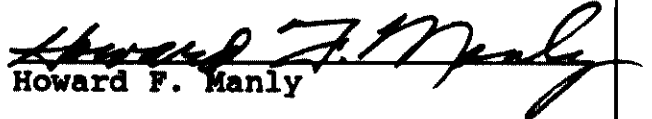
Howard F. Manly  
815 Park Blvd., Suite 300  
P. O. Box 2895  
Boise, Idaho 83701

ARTICLE VII.

The name and address of the incorporator is as follows:

Howard F. Manly  
815 Park Blvd., Suite 300  
P. O. Box 2895  
Boise, Idaho 83701

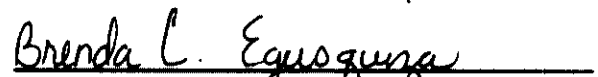
IN WITNESS WHEREOF, the undersigned has hereunto executed these Articles of Incorporation the 23rd day of January, 1991.

  
Howard F. Manly

STATE OF IDAHO           )  
                                  : ss.  
County of Ada            )

On this 23rd day of January, 1991, before me the undersigned notary public in and for said State, personally appeared HOWARD F. MANLY, know or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

  
Brenda L. Eguozuna  
Notary Public for Idaho  
Residing at Boise, Idaho  
My Commission Expires 3-29-95