

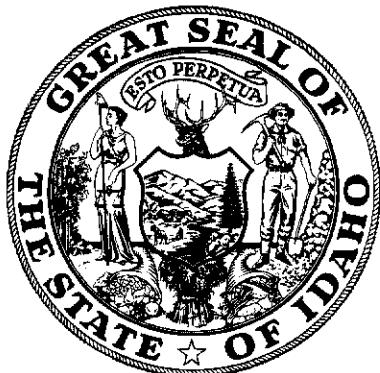
**CERTIFICATE OF INCORPORATION
OF**

VENTURE CAPITAL MANAGEMENT CORPORATION

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 7, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Nov 7 9 25 AM '85

ARTICLES OF INCORPORATION OF
VENTURE CAPITAL MANAGEMENT CORPORATION

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, does hereby certify as follows:

I.

Name

The name of the corporation shall be "Venture Capital Management Corporation".

II.

Registered Office

The location and post office address of the registered office of the corporation shall be 1020 Main Street, Boise, Idaho 83701.

III.

Registered Agent

The name of the registered agent of the corporation is Steve C. Swanson.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The corporation shall have 1,000 shares of common stock with a par value of \$1.00 per share, for a total capitalization of \$1,000.00. Each share shall have the same rights, privileges and voting power and shall be non-assessable.

VII.

Incorporator

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Post Office Address</u>
Steve C. Swanson	1020 Main Street Boise, Idaho 83701

VIII.

Directors

There shall be two directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the By-Laws. The names and post office addresses of the initial directors, named by the incorporator, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Steve C. Swanson	1020 Main Street Boise, Idaho 83701
Kevin Learned	2229 W. State Street Post Office Box 1488 Boise, Idaho 83701

The initial directors shall serve until the first election of directors.

IX.

By-Laws

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

X.

Director Conflicts Of Interest

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if he were not such directors or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned incorporator of
said corporation has hereunto set his hand and seal this
4th day of November, 1985.



Steve C. Swanson