



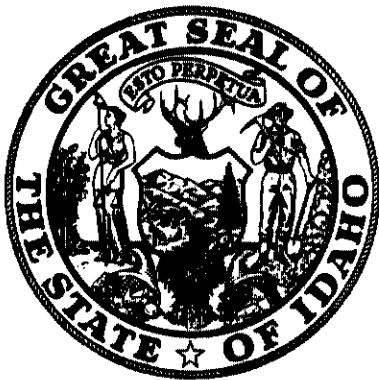
**CERTIFICATE OF INCORPORATION
OF**

LAWSON, PEEBLES, BALLARD & EDSON, P.A.

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: May 21, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zavala*

ARTICLES OF INCORPORATION

OF

LAWSON, PEEBLES, BALLARD & EDSON, P.A.

RECEIVED
SEC. OF STATE

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**ARTICLE I
NAME**

The name of this corporation is **LAWSON, PEEBLES,
BALLARD & EDSON, P.A.**

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

The purpose for which this corporation is organized is
to provide legal or allied professional services to the public.

**ARTICLE IV
CAPITALIZATION**

This corporation is authorized to issue only one class
of shares, which shall be designated "common" shares. The total
authorized number of such shares, which may be issued is 250,000.
All of such shares shall have a TEN DOLLARS (\$10.00) par value.

**ARTICLE V
PRINCIPAL OFFICE AND AGENT**

The location in the State of Idaho where the principal
office for the transaction of the business of this corporation is
to be located shall be the City of Ketchum. The name and address
in this state of the corporation's initial registered agent is
Rand L. Peebles, 319 Walnut Avenue, P. O. Box 297, Ketchum, Idaho
83340.

**ARTICLE VI
INCORPORATORS AND DIRECTORS**

The incorporators and directors and their addresses are
as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDWARD A. LAWSON	Post Office Box 297 Ketchum, Idaho 83340
RAND L. PEEBLES	Post Office Box 297 Ketchum, Idaho 83340
BRIAN L. BALLARD	Post Office Box 297 Ketchum, Idaho 83340
GERY W. EDSON	Post Office Box 448 Boise, Idaho 83701


The number of directors may be increased or decreased from time to time by amendment to the Bylaws.

The directors of the corporation are released from personal liability to the corporation or its shareholders to the extent provided in Idaho Code Section 30-1-54(2).

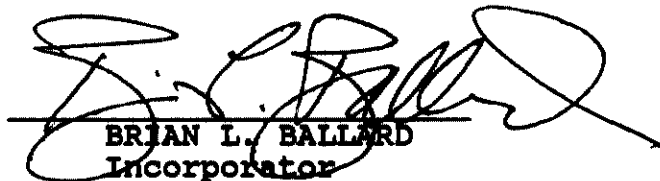
IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 20 day of May, 1991.



 EDWARD A. LAWSON
 Incorporator



 RAND L. PEEBLES
 Incorporator



 BRIAN L. BALLARD
 Incorporator



 GERY W. EDSON
 Incorporator

STATE OF IDAHO

COUNTY OF BLAINE

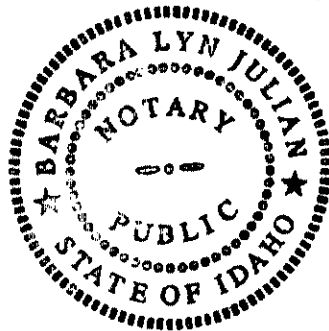
)
) ss.
)

On this 20th day of May, 1991, before me, the undersigned, a Notary Public in and for said county and state, personally appeared EDWARD A. LAWSON, RAND L. PEEBLES, BRIAN L. BALLARD, GERY L. EDSON, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

Barbara Lyn Julian
Notary Public for Idaho
Residing at Ketchum

rlp\bj\lawson.art



319 WALNUT AVENUE
POST OFFICE BOX 287
KETCHUM, IDAHO 83340

LAWSON & PEEBLES
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

TELEPHONE
(208) 726-1700
FACSIMILE
(208) 726-8743

May 20, 1991

Secretary of State
Room 208, Statehouse
Boise, Idaho 83720

Re: Lawson, Peebles, Ballard & Edson, P.A.

Dear Sir or Madam:

By this letter I hereby authorize and consent to the use of the corporation name of Lawson, Peebles, Ballard & Edson, P.A. in the State of Idaho.

Lawson & Peebles, P.A.

By 
Edward A. Lawson
President