

FILED

98 JUN -1 AM 9:08
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

Barb & Larry Enterprises, Inc.

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Barb & Larry Enterprises, Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purpose and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100 Such shares are to consist of one class only. The par value of each of such shares shall be \$10.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

86/81/1998 09:00
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock obligations issued by the corporation shall first be offered to the stockholders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

6416 RIVER ROAD
CLARK FORK ID 83811

The name of the corporation's initial registered agent at such address is: Barbara DeVenuta

EIGHTH

The number of directors constituting the initial Board of Directors is: 2

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Barbara J DeVenuta
6416 River Road
Clark Fork ID 83811

NAME Lawrence D Willis
6416 River Road
Clark Fork ID 83811

NINTH

The names and addresses of all incorporators are:

NAME BARBARA J DEVENUTA
6416 RIVER ROAD
CLARK FORK ID 83811

NAME LAWRENCE D WILLIS
6416 RIVER ROAD
CLARK FORK ID 83811

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this 28th day
of MAY, 1998.

Incorporator Barbara J Devenuta

Incorporator Lawrence D. Willis

STATE OF IDAHO)

County of BONNER) ss.

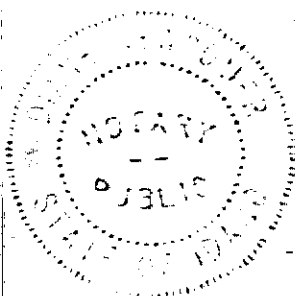
On this 28 day of MAY, 1998, before me, the undersigned,
a Notary Public in and for said state, personally appeared

BARBARA J. DEVENUTA

LAWRENCE D. WILLIS

known to me to be the person(s) whose name(s) is/are subscribed to the within and forgoing instrument,
and acknowledged to me that (t)he(y) executed the same, and that (t)he(y) was/were (a) person(s) of lawful
age and citizen(s) of the United States of America.

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



Riane Newcom
Notary Public for the State of Idaho

Residing at: CLARK FORK RD.

My commission expires: 1-25-2000