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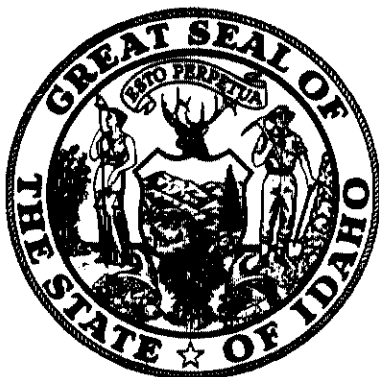
**CERTIFICATE OF INCORPORATION
OF**

PROSPECTS UNLIMITED, 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: October 04, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

RECORDED
\$1.00
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ARTICLES OF INCORPORATION
OF
PROSPECTS UNLIMITED, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Prospects Unlimited, Inc.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 3,000 with a par value of \$1.00.

FIFTH: Provisions denying pre-emptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as stated in the by-laws.

SEVENTH: The address of the initial registered office of the corporation is 348 Sue Road, Pocatello, Idaho 83201, and the name of its initial registered agent at such address is Steven Rademacher.

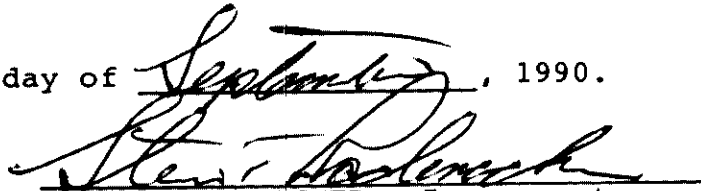
EIGHTH: The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
Steven Rademacher	348 Sue Road Pocatello, Idaho 83201

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Steven Rademacher	348 Sue Road Pocatello, Idaho 83201

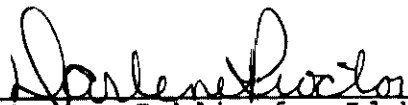
Dated this 17 day of September, 1990.


STEVEN RADEMACHER - Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 17 day of Sept, 1990, before me, a
Notary Public in and for said state, personally appeared Steven
Rademacher, known to me to be the person whose name is subscribed
to the foregoing instrument and acknowledged to me that he exe-
cuted the same.

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



Notary Public for Idaho
Residing at Pocatello, Idaho