



CERTIFICATE OF INCORPORATION
OF

MACMILLAN & MACMILLAN OF POCA TELLO, INC.

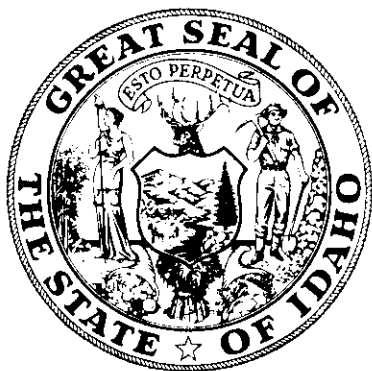
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

MACMILLAN & MACMILLAN OF POCA TELLO, INC.

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: *April 28, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

'83 APR 28 PM 3 45
OF

MACMILLAN & MACMILLAN OF POCATELLO, INC.

SECRETARY OF
STATE

The undersigned, Alistair R. MacMillan and John S. MacMillan, desire to form a Corporation in accordance with Chapter 1 of Title 30 of the Idaho Code and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is MacMillan & MacMillan of Pocatello, Inc.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized for the purpose of engaging in any and all lawful business for which Corporations may be incorporated under the Idaho law and the Idaho Business Corporation Act.

ARTICLE IV

The location and Post Office address of the initial registered office of the Corporation is 687 South Capitol Blvd., Boise, Idaho 83702. The name and address of the registered agent is:

Alistair R. MacMillan
687 South Capitol Blvd.
Boise, Idaho 83702

ARTICLE V

The Corporation shall have the authority to issue One thousand (1,000) shares of common stock with no par value.

ARTICLE VI

The stock authorized by these articles is intended to be Section 1244 Stock and to qualify with such and to comply with Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The transferability of the common stock of the Corporation shall be restricted as set out in the Bylaws of

this Corporation regarding the sale of stock and the death of the Stockholder. Said Bylaws will be kept at the registered office of the Corporation.

ARTICLE VIII

The names and post office addresses of the incorporators are as follows:

Alistair R. MacMillan
687 South Capitol Blvd.
Boise, Idaho 83702

John S. MacMillan
687 South Capitol Blvd.
Boise, Idaho 83702

ARTICLE IX

The names and post office address of the initial directors directors of the Corporation appointed by the incorporators to serve until the first annual meeting of shareholders or until their successors are elected and shall qualify, are as follows:

Alistair R. MacMillan
687 South Capitol Blvd.
Boise, Idaho 83702

John S. MacMillan
687 South Capitol Blvd.
Boise, Idaho 83702

ARTICLE X

The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

ARTICLE XI

The number of Directors of the Corporation shall be specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall

hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLE XII

The stockholders of common stock of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock with the Corporation whether now or hereafter authorized, or to any obligations of the Corporation convertible into stock.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall in any way be 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 any 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 the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the corporation who is also a Director or Officer of such other Corporation, or who is 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 any such contract or transaction with likeforce, and effect as if he were not such Director or Officer of such other Corporation not so interested.

ARTICLE XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the registered office of the Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands
this 27th day of April, 1983.

Alistair R. MacMillan

Alistair R. MacMillan

John S. MacMillan

John S. MacMillan

STATE OF IDAHO)
 : ss.
County of ADA)

On this 27 day of April, 1983, before me, the undersigned a Notary Public for said State and County, personally appeared ALISTAIR R. MACMILLAN and JOHN S. MACMILLAN, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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 written.

Michelle Detry
Notary Public for Idaho
Residing at Boise, Idaho