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Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LASSAW & LITTLE, PROFESSIONAL ASSOCIATION

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: **February 12, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]* _____

ARTICLES OF INCORPORATION
OF
LASSAW & LITTLE,
PROFESSIONAL ASSOCIATION

FEB 12 9 07 AM '91
SECRETARY OF STATE

The undersigned, being authorized to practice law in the State of Idaho, hereby establish a professional corporation under the Idaho Professional Service Corporation Act and adopt the following charter:

1. The name of the corporation is Lassaw & Little, Professional Association.

2. The corporation shall commence on February 8, 1991, and the period of its duration is perpetual.

3. The purposes for which the corporation is organized are the practice of law and related activities.

4. The address of the initial registered office is 1275 Shoreline, Dr., Boise, Idaho 83702 and the name of its initial registered agents at such address are Donald A. Lassaw and William E. Little.

5. The corporation elects to be governed by the provisions of the Idaho Professional Service Corporation Act and shall engage in the practice of its profession only through its officers, employees, and agents who are licensed to practice law in the State of Idaho.

6. The Board of Directors shall consist of one or more shareholders of the corporation, as specified in its bylaws,

ARTICLES OF INCORPORATION OF LASSAW & LITTLE PROFESSIONAL ASSOCIATION - 1

elected by the shareholders of the corporation.

7. Each director shall hold office until the next annual meeting of the corporation or until his successor shall have been duly elected and qualified.

8. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

Donald A. Lassaw
1275 Shoreline Dr.
Boise, Idaho 83702

William E. Little
7158 Wapiti
Boise, Idaho 83709

9. The officers of the corporation shall be a President, Vice President and Secretary/Treasurer, and such other officers as the Board of Directors shall designate from time to time.

10. The officers of the corporation shall be elected by the Board of Directors and shall hold office until the next annual meeting of the Board or until their successors shall have been duly elected and qualified.

11. The duties and powers of the officers shall be such as are designated by the Board of Directors.

12. The names and addresses of the incorporators are as follows:

Donald A. Lassaw
1275 Shoreline Dr.
Boise, Idaho 83702

William E. Little
7158 Wapiti
Boise, Idaho 83709

13. The aggregate number of shares which the corporation shall have authority to issue is one thousand (1000) shares with

a par value of twenty (\$20.00) dollars per share.

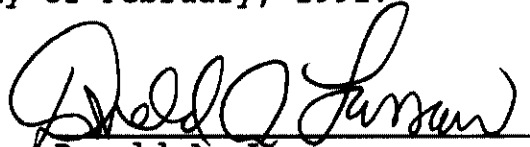
14. Shares may only be issued to, held by, or transferred to a person who is licensed to practice law in the State of Idaho. Each stock certificate shall be properly endorsed, disclosing such restriction.

15. Shares shall be voted only by the holder of record or another shareholder of the corporation in accordance with a written proxy executed by a holder of record.

16. Shares of the corporation held by a deceased or retired shareholder shall be either redeemed or cancelled by the corporation or transferred to a person qualified to hold the shares within six months after the date of death or retirement. Shares held by a shareholder who becomes legally disqualified from practicing law in the State of Idaho shall be so redeemed, cancelled, or transferred within 90 days after the disqualification becomes final. Shares shall not be transferred to qualified nonshareholders without first being offered at their fair market value to the remaining shareholders of the corporation. Shares not so redeemed or transferred within the required period of time shall be cancelled at the end of such period.

The undersigned hereby apply to the State of Idaho, pursuant to the Professional Services Corporations Act, Chapter 13, Title 30, Idaho Code for a charter for the purposes and with the powers provided therein and as declared in the foregoing instrument.

Dated this 8th day of February, 1991.

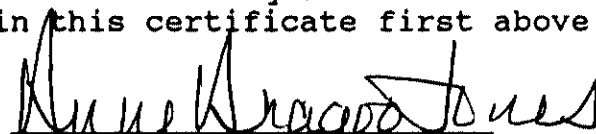

Donald A. Lassaw


William E. Little

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of February, 1991, before me the undersigned, a Notary Public for the State of Idaho, personally appeared DONALD A. LASSAW, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

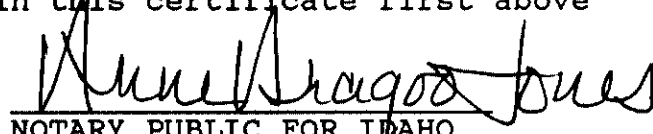
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 05/26/94

STATE OF IDAHO)
) ss.
County of Ada)

On this 8th day of February, 1991, before me the undersigned, a Notary Public for the State of Idaho, personally appeared WILLIAM E. LITTLE, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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 above written.


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 05/26/94