



CERTIFICATE OF INCORPORATION
OF

MORRIS AND WOLFF, 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: **January 16, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

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SEC. OF STATE
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ARTICLES OF INCORPORATION
OF THE PROFESSIONAL SERVICE CORPORATION OF
MORRIS AND WOLFF, P.A.

The undersigned, acting as the Incorporator of a Professional Service Corporation pursuant to the Idaho Professional Service Corporation Act, Chapter 13, Title 30, Idaho Code, adopts the following Articles of Incorporation for such professional association:

FIRST: The name of the professional service corporation is MORRIS AND WOLFF, P.A.

SECOND: The period of its duration is perpetual.

THIRD: The sole and specific purpose for which the corporation is organized is to provide professional legal services as authorized under Idaho law and to conduct all lawful business for which a professional legal services corporation may be incorporated under the Idaho Professional Service Corporation Act.

FOURTH: The aggregate amount of shares which the professional service corporation shall have the authority to issue is Twenty Thousand (20,000), all of One Class, One Dollar (\$1.00) Par Value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: As specified in the Idaho Professional Service Corporation Act.

SEVENTH: The address of the initial registered office of the professional service corporation is 722 Main Street, St. Maries, Idaho 83861, and the name of its initial registered agent at such address is Nancy A. Wolff.

EIGHTH: The number of directors constituting the initial Board of Directors of the professional service corporation is two (2), and 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:

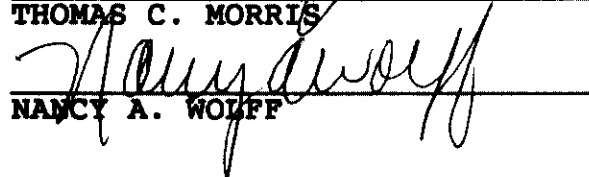
<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Morris	910 Highland Drive St. Maries, Idaho 83861
Nancy A. Wolff	HCR 3, Box 61 St. Maries, Idaho 83861

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Thomas C. Morris	910 Highland Drive St. Maries, Idaho 83861
Nancy A. Wolff	HCR 3, Box 61 St. Maries, Idaho 83861

DATED this 11 day of January, 1991.



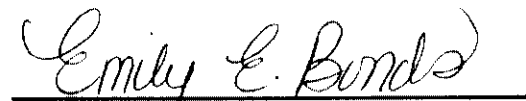
THOMAS C. MORRIS


NANCY A. WOLFF

STATE OF IDAHO)
) ss.
County of Benewah)

On this 11th day of January, 1991, before me, the undersigned, a notary public in and for Idaho, personally appeared THOMAS C. MORRIS and NANCY A. WOLFF, known or identified 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 above written.



Notary Public in and for
Idaho
Residing at: St. Maries
Commission expires: 8/6/96