

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

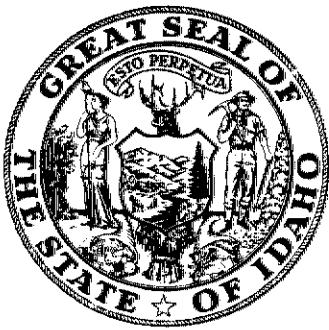
GROUP 2, INC.

File number C 119671

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: May 30, 1997



Pete T. Cenarrusa
SECRETARY OF STATE
By *Sally J Clark*

ARTICLES OF INCORPORATION

OF

GROUP 2, INC.

97 MAY 30 AM 11:00

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporators, desiring to form a corporation pursuant to the provision of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is Group 2, Inc.

ARTICLE TWO. Duration. The period of duration of the corporation is perpetual.

ARTICLE THREE. Purposes. The purpose of the corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE FOUR. Stock.

(a) The total number of shares of stock the corporation shall have authority to issue is 100,000 shares of common stock all of one class, without par value.

(b) No Shareholder shall have any preemptive right to acquire unissued or treasury shares of the corporation.

(c) No shareholder shall have the right to cumulate votes, in whole or in part, for the election of directors of the corporation.

(d) The transfer of shares of stock of the corporation shall be restricted as set forth in the Bylaws of the corporation or in any agreement between the corporation and its shareholders.

IDaho SECRETARY OF STATE
DATE 05/30/1997
0900 97429 2
DK #: 3513 CUST# 82193
CORP 1@ 100.00= 100.00

#: C

ARTICLE FIVE. Two-Thirds Shareholder Vote Required. At least two-thirds(2/3) of the shares entitled to vote, represented in person or by proxy, shall be required to approve or authorize any of the following:

- (a) The public offering of any shares of common stock or other securities of the corporation.
- (b) A merger of the corporation with or into any corporation or entity.
- (c) The sale of all or substantially all of the assets of the corporation.
- (d) The compensation to be paid directors of the corporation.
- (e) The amendment of the Articles of Incorporation or Bylaws of the corporation.

ARTICLE SIX. Registered Office and Registered Agent. The address of the corporation's initial registered office in the State of Idaho is P.O. Box 167, Ashton, Idaho 83420. The name of the corporation's initial registered agent at such address is Thomas W. Atchley. PHYSICAL ADDRESS: 3653 E 100 N ASHTON ID

ARTICLE SEVEN. Directors. The board of directors shall consist of one or more directors. The number of directors constituting the initial board of directors is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Thomas W. Atchley	P.O. Box 167 Ashton, Idaho 83420
Todd H. Stronks	P.O. Box 728 Ashton, Idaho 83420

ARTICLE EIGHT. Incorporators. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Thomas W. Atchley	P.O. Box 167 Ashton, Idaho 83420
Tara A. Atchley	P.O. Box 167 Ashton, Idaho 83420
Todd Stronks	P.O. Box 728 Ashton, Idaho 83420
Jan Stronks	P.O. Box 728 Ashton, Idaho 83420

ARTICLE NINE. Limitation on Personal Liability of Directors. No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not eliminate or limit the liability of a director:

- (a) For any breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Provided for under section 30-1-48, Idaho Code; or
- (d) For any transaction from which the director derived an improper personal benefit.

Executed in duplicate on May 27, 1997.

INCORPORATORS

Thomas W. Atchley
Thomas W. Atchley

Tara A. Atchley
Tara A. Atchley

Todd H. Stronks
Todd H. Stronks

Jan Stronks
Jan Stronks

STATE OF IDAHO)
.ss
COUNTY OF FREMONT)

On this 27th day of May in the year of 1997, before me a Notary Public in
and for said State, personally appeared Thomas W. Atchley, Tara A.
Atchley, Todd H. Stronks, and Jan Stronks 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.



Notary Public
Residing in Ashton, ID
My Commission Expires 1-28-2000