

State of Idaho

Department of State

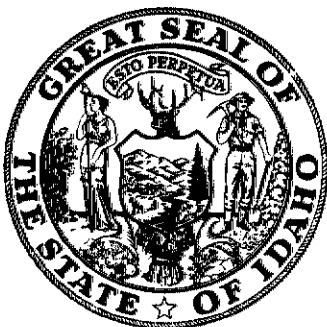
CERTIFICATE OF INCORPORATION OF

STELLA, INC.
File number C 108031

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 17, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anne Sisk*

Oct 17 9 50 AM '94
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
STELLA, INC.**

**ARTICLE I
NAME**

The name of this corporation is "Stella, Inc."

**ARTICLE II
DURATION**

This corporation shall have perpetual existence.

**ARTICLE III
PURPOSES**

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

**ARTICLE IV
CAPITALIZATION**

This corporation is authorized to issue only one class of shares, which shall be designated "common" shares. The total authorized number of such shares, which may be issued is ten thousand (10,000) shares. All of such shares shall have a par value of \$.01 per share.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

The location in the State of Idaho where the registered office for the transaction of the business of this corporation is to be located shall be the City of Ketchum. The name and address in this state of the corporation's initial registered agent is Shannon Beall, 220 Main Street, Post Office Box 2569, Ketchum, Idaho 83340.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of one director whose name and address is as follows:

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NAME

ADDRESS

Shannon Beall

220 Main Street
P.O. Box 2569
Ketchum, Idaho 83340

The member of the initial board of directors shall serve as a director until the first annual meeting of shareholders or until their successors are qualified and elected.

The number of directors may be increased or decreased from time to time by amendment of the bylaws.

**ARTICLE VII
RELEASE OF LIABILITY**

The directors of the corporation are released from personal liability to the corporation or its shareholders to the extent provided in Idaho Code Section 30-1-54(2).

**ARTICLES VIII
INCORPORATOR**

The incorporator of the corporation and his address is as follows:

NAME

ADDRESS

Shannon Beall

220 Main Street
P.O. Box 2569
Ketchum, Idaho 83340

IN WITNESS WHEREOF, for the purpose for forming this corporation under the laws of the State of Idaho, the undersigned incorporator of this corporation has executed these Articles of Incorporation this 13 day of October, 1994.

Shannon Beall
Shannon Beall
Incorporator

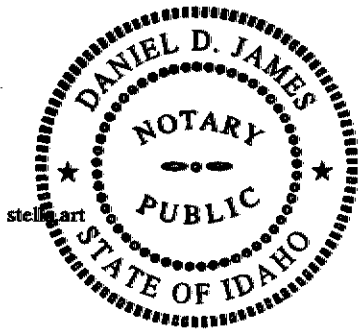
STATE OF IDAHO,

County of Blaine.

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) ss.
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On this 30th day of October, 1994, before me, the undersigned, a Notary Public in and for said county and state, personally appeared SHANNON BEALL, known to me to be the person whose name subscribed to the within instrument, and acknowledged to me that She executed the same.

WITNESS my hand and official seal.




Notary Public for Idaho

Residing at Ketchum ID

Commission expires 10/06/2000