

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

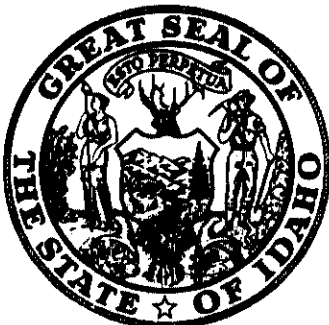
HARMAN - HENDRIX, PARTNERS, INC.

File number C 106483

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 27, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION OF: HARMAN - HENDRIX, PARTNERS, Inc.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Harman - Hendrix, Partners, Inc.

SECOND: The period of its duration is perpetual.

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

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is 100,000 at a par value of \$1.00 and an initial distribution as follows:

Sally L. Harman	50,000 shares
Janie M. Hendrix	50,000 shares

FIFTH: Provisions denying preemptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are none.

SEVENTH: The address of the initial registered office of the corporation is 16992 Willis Road, Caldwell, ID 83605, and the name of its initial registered agent at such address is Sally L. Harman.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three 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:

NAME	ADDRESS
Sally L. Harman	16992 Willis Road Caldwell, ID 83605
Janie M. Hendrix	16112 Willis Road Caldwell, ID 83605

(vacant)

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Articles of Incorporation:
Harman - Hendrix, Partners, Inc.

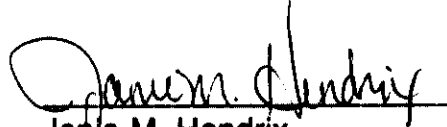
NINTH: The name and address of each incorporator is:

NAME	ADDRESS
Sally L. Harman	16992 Willis Road Caldwell, ID 83605

Janie M. Hendrix	16112 Willis Road Caldwell, ID 83605
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DATED This 25 day of May, 1994.


Sally L. Harman


Janie M. Hendrix