



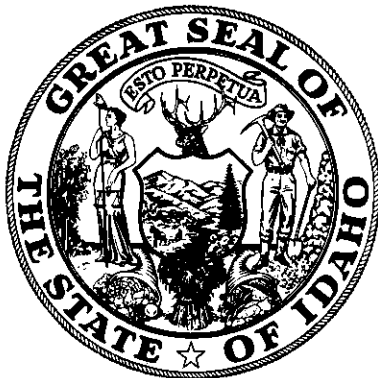
**CERTIFICATE OF INCORPORATION
OF**

PRORATE, INC.

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 3, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

ProRate, Inc.

I, the undersigned, being a natural person of full age, citizen of the United States of America and resident of the State of Idaho, do hereby form a corporation under the laws of the State of Idaho for the purposes hereinafter stated.

I.

The name of the Corporation shall be ProRate, Inc.

II.

The term for which said corporation shall exist shall be in perpetuity.

III.

The location and post office address of the registered office of this corporation shall be 3427 Westpoint Avenue, Boise, Idaho 83706. The registered agent of this corporation is Joan G. Brawley and her address is 3427 Westpoint Avenue, Boise, Idaho 83706.

IV.

This corporation is authorized to conduct or transact any form of lawful business or activities in Idaho or elsewhere.

V.

The business of this corporation shall be managed and conducted by a Board of one or more directors. The number may be varied by amendment to the By-Laws. The initial director shall be Joan G. Brawley, 3427 Westpoint Avenue, Boise, Idaho 83706.

VI.

The Board of Directors of the corporation may meet and transact the business of this corporation either at the principal place of business herein designated, or at such other place within or without the State of Idaho as may be at any time determined by the Board of Directors.

VII.

The By-Laws of the corporation may be repealed, amended, altered, or new By-Laws adopted at any annual meeting, or at any special meeting of the stockholders called for that purpose, by a vote representing not less than a majority of the stock subscribed for and issued, or by written consent. Furthermore, the Board of Directors of this corporation shall have the power to repeal, amend and alter the By-Laws of the corporation, and to adopt new By-Laws, by a vote of not less than a majority of the members of said Board of Directors.

VIII.

The capital stock of this Corporation shall consist of five hundred shares of non-assessable, common stock without par value. There are no preemptive rights. Cumulative voting does apply.

IX.

The names and post office addresses, together with the number of the shares of stock subscribed by each of the incorporators are as follows:

NAME	ADDRESS	NO. OF SHARES
Joan G. Brawley	3427 Westpoint Avenue Boise, Idaho 83706	1

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day
of May, 1985.

Joan G. Brawley
Joan G. Brawley

STATE OF IDAHO)
) ss.
County of Ada)

On this 3rd day of May, 1985, before me a Notary
Public in and for said County and State, personally appeared Joan G.
Brawley known to me to be the person whose name is subscribed to the
within instrument, and acknowledged to me that she executed the
same.

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

Bill L. Henson
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires:

BILL L. HENSON

NOTARY
(SEAL)

ADAM

STATE OF IDAHO