



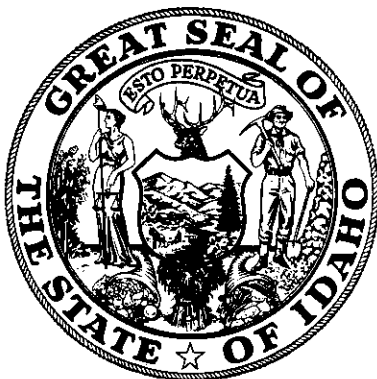
CERTIFICATE OF INCORPORATION
OF

STATELINE ENTERPRISES, 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: January 6, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

STATELINE ENTERPRISES, INC.

NOTARIAL
STATE

26 JAN 8 10 23

The undersigned incorporator desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation is STATELINE ENTERPRISES, INC.

ARTICLE TWO - PURPOSES

The purpose of the corporation is to engage in any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE THREE - DURATION

The period of duration of the corporation is perpetual.

ARTICLE FOUR - REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office in the State of Idaho is 405 Vista Drive, Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is THOMAS L.D. BRICKERT, JR.

ARTICLE FIVE - STOCK

The total authorized number of One Dollars (\$1.00) par value shares of stock is 25,000. The aggregate par value of the total authorized number of par value shares is TWENTY-FIVE THOUSAND DOLLARS (\$25,000.00). The total authorized number of shares without par value is NONE.

ARTICLE SIX

Preemptive right of existing stockholders:

- A. If the corporation, through its stockholders, authorizes the issue, by sale or exchange, of its capital stock for money or other consideration, each existing stockholder shall have a prior right to purchase on equal terms, a proportionate share of the stock to be issued; provided, that this section shall not limit the right of the corporation acting through the Board of Directors to declare a stock dividend as provided by law.
- B. The phrase "existing stockholder" describes a stockholder holding one or more shares of the common stock of the corporation registered in his name in the stock journal of the corporation at the time the stockholders authorize an issue of stock.
- C. An existing stockholder's proportionate share shall be determined by the ratio that his shares bear to the total shares issued and outstanding. The total of shares issued and outstanding shall not include treasury stock. The number of shares held by an existing stockholder and the total of shares issued and outstanding, shall be determined as of the time the stockholders authorize the issue of stock.
- D. Upon the authorization of an issue of capital stock, the Secretary shall mail to each existing stockholder by ordinary mail, postage prepaid, a notice which shall set forth:
 - (i) The total amount of stock to be issued;
 - (ii) The price per share of the stock to be issued, and
 - (iii) Each existing stockholder's proportionate share and the number of shares to be issued to which each may subscribe.
- E. The preemptive rights of existing stockholders shall be exercised not later than two months after the corporation has authorized such an issue of its capital stock.

- F. The corporation, through its stockholders, by resolution of a majority of the stockholders voting, may, with respect to such preemptive rights of existing stockholders, require that the existing stockholders exercise their preemptive rights by purchasing whole, not fractional, shares of stock.

ARTICLE SEVEN - DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until his or her successor is elected and qualifies is:

THOMAS L.D. BRICKERT, JR.	405 Vista Drive Coeur d'Alene, Idaho 83814
FRED W. GABOURIE, JR.	810 Spokane Street Post Falls, Idaho 83854

ARTICLE EIGHT - INCORPORATORS

The name and address of the incorporators are:

THOMAS L.D. BRICKERT, JR.	405 Vista Drive Coeur d'Alene, Idaho 83814
FRED W. GABOURIE, JR.	810 Spokane Street Post Falls, Idaho 83854

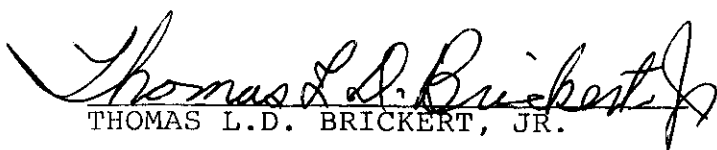
ARTICLE NINE - ADDITIONAL PROVISIONS

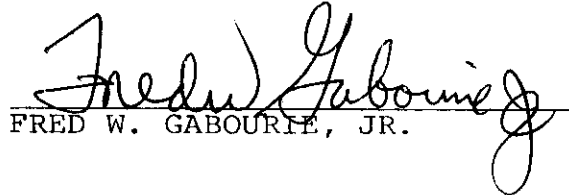
Restriction on the alienation of stock:

- A. Except as otherwise provided, a stockholder who desires to sell or transfer his shares of stock must first offer them for sale to the corporation, and then to the existing shareholders on a pro rata basis it being the intention hereof to give first the corporation and then the existing shareholders, a preference in the purchase of them, and any attempted sale in violation of this section is null and void.

- B. A stockholder desiring to sell or transfer his stock to any person other than the corporation shall file notice in writing of his intention with the Secretary of the corporation, stating the identity of the proposed purchaser or transferee and the terms of sale or transfer. Unless his terms are accepted by the corporation within 45 days thereafter, the corporation shall be deemed to have waived its privilege of purchasing and he shall be at liberty to sell to the existing shareholders, who wish to exercise their preference on a pro rata basis. The corporation shall give notice by registered or certified mail to existing shareholders who must indicate their intent to purchase to the corporation in writing within 20 days. Unless his terms are accepted by said existing shareholders within 20 days, he shall be at liberty to sell to the named purchase.

IN WITNESS WHEREOF, the parties hereto have executed these presents on this 26th day of December, 1985.


THOMAS L.D. BRICKERT, JR.


FRED W. GABOURIE, JR.

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 26th day of December, 1985, before me, the undersigned Notary Public, personally appeared THOMAS L.D. BRICKERT, JR., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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 FOR IDAHO
Residing at: Post Falls
My Bond Expires: Life

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 26th day of December, 1985, before me, the undersigned Notary Public, personally appeared FRED W. GABOURIE, JR.; known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he 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 FOR IDAHO
Residing at: Post Falls
My Bond Expires: Life