

State of Idaho

Department of State

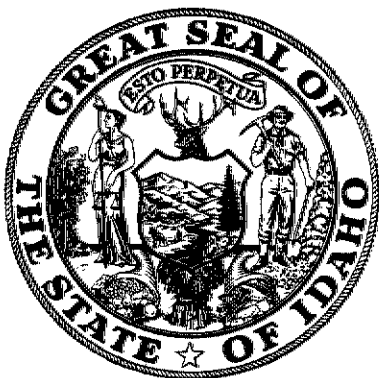
CERTIFICATE OF INCORPORATION OF

EDWIN W. STOCKLY, CHARTERED

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: December 31, 1986



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Wilfred J. Anderson*

ARTICLES OF INCORPORATION
EDWIN W. STOCKLY, CHARTERED

DEC 31 PM 3 39
SECRETARY OF STATE

I.

The name of the professional service corporation is EDWIN W. STOCKLY, CHARTERED.

II.

The period of its duration is perpetual.

III.

The purpose of the professional service corporation is to engage in the practice of law.

IV.

The professional service corporation shall have authority to issue One (1) share of common stock at a par value of \$ none per share.

V.

There shall be one director of the professional service corporation, who shall be the shareholder.

VI.

The professional service corporation shall indemnify the director and each officer, that person's heirs, personal representatives against expenses reasonably incurred or liability incurred in connection with any action, suit or proceeding to which the director or officer may be made a party, except in relation to matters as to which there shall be a final adjudication of liability for fraud, negligence

or misconduct in the performance of duty to the professional service corporation. In the event of a settlement before or after action or suit, indemnification shall be provided only in connection with such matters covered by the settlement as to which the professional service corporation is advised by counsel that the person to be indemnified was not guilty of such fraud, negligence or misconduct. The foregoing right of indemnification shall not exclude other rights to which a person indemnified may be entitled.

VII.

The board of directors of the professional service corporation may, from time to time, distribute to the corporation's shareholder in partial liquidation, out of stated capital or capital surplus of the professional service corporation, a portion of its assets, in cash or properties, if (a) at the time the professional service corporation is solvent; (b) such distribution would not render the professional service corporation insolvent; (c) the distribution is not made out of capital surplus arising from unrealized appreciation of assets or re-evaluation of surplus; and (d) the distribution is identified as a distribution in partial liquidation and the amount per share is disclosed to the shareholder receiving the same concurrently with the distribution thereof.

VII.

The registered office of the professional service corporation is 380 West State Street, Eagle, Idaho, 83616, and the name of its initial registered agent at the address is Edwin W. Stockly.

VIII.

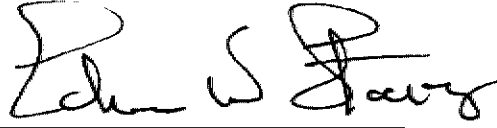
The board of directors shall consist of one director, whose name and address is: Edwin W. Stockly
380 West State Street
Post Office Box 99
Eagle, Idaho 83616

IX.

The name and address of the incorporator is:

Edwin W. Stockly
380 West State Street
Post Office Box 99
Eagle, Idaho 83616

DATED this 31 day of December, 1986.



Edwin W. Stockly