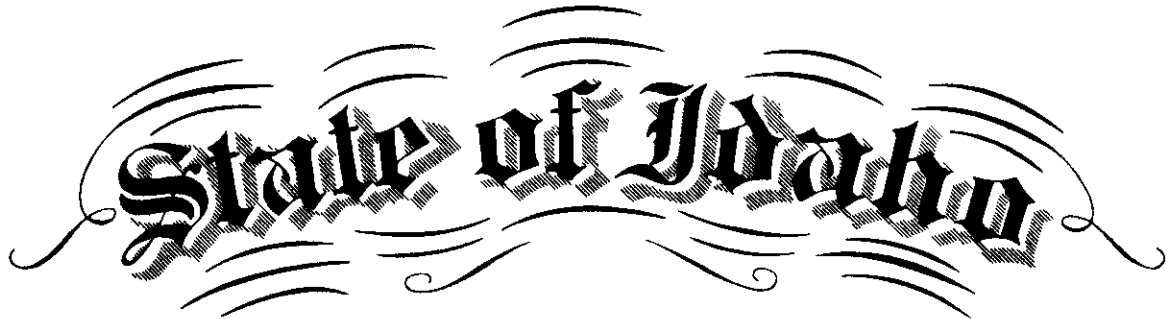




Department of State.

**CERTIFICATE OF INCORPORATION
OF**

SPUDCOHOL, INC.

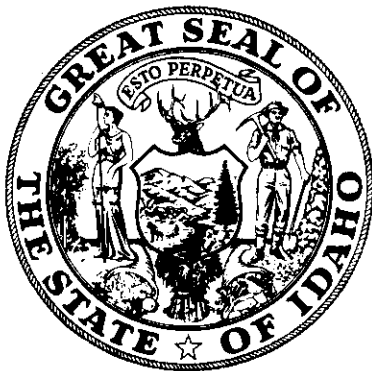
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

SPUDCOHOL, INC.

,
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 November 19, 19 80.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
SPUDCOHOL, INC.

Nov 10 8 49 AM '80
SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America and residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a corporation for the purposes hereinafter stated, pursuant to the Idaho Business Corporation Act, and do hereby certify as follows:

I.

The name of this corporation shall be SPUDCOHOL, INC.

II.

This corporation shall have perpetual existence.

III.

The purposes for which this corporation is formed, and its general powers, are as follows:

To sue and be sued, complain and defend, in its own name;

To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, lease exchange, transfer and otherwise dispose of all or any part of its property and assets;

To lend money and use its credit to assist its employees;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

ARTICLES OF INCORPORATION - Page 2.

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real property and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations and have offices and exercise powers granted under law, within or without the State of Idaho;

To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Idaho, for the administration and regulation of the affairs of the corporation;

To make donations for the public welfare or for charitable, scientific or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees;

To be a promoter, partner, member, associate, or manager of any partnership, joint venture, trust or other enterprise;

To indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful;

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

IV.

The aggregate number of shares which the corporation shall have authority to issue is FIFTY MILLION SHARES. Said shares shall be divided into two classes, with FIFTEEN MILLION SHARES of non-voting preferred stock having a par value of One (1) mill each, and THIRTY-FIVE MILLION SHARES of voting common stock having a par value of One (1) mill each, for an aggregate par value of the total authorized shares of FIFTY THOUSAND DOLLARS (\$50,000.00).

The following rights, privileges, and conditions shall attach to the preferred shares:

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits a cumulative yearly dividend of not more than Twelve percent (12%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. Preferred stock shall be non-voting stock. The preferred stock may be convertible as determined by the board of directors. The Board of directors shall have authority to establish series and fix and determine the variations in the relative rights and preferences and convertability as between series of preferred stock.

V.

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchase of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted capital surplus available therefor.

VI.

Unless otherwise determined by the board of directors, no holder of stock of the corporation shall be entitled as such, as a matter of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether out of unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereto or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof. Nor, unless otherwise determined by the board of directors, shall any holder of any shares of the capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into

or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrants or any other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

VII.

No contract or other transaction between corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, or if the contract or transaction is fair and reasonable to the corporation and the fact of such relationship or interest is fully and fairly disclosed or known to the corporation.

VIII.

The address of the initial registered office shall be Route 1, Box 50, Pingree, Idaho 83262, and the name of its initial registered agent at such address is ~~Edward Eugene Whitworth.~~ *Mike W. Hatch* *Mike W. Hatch* *M.*

IX.

The three directors who shall constitute the incorporators and the initial board of directors until their successors be elected and qualify are:

Edward Eugene Whitworth
Route 2 Box 312
Blackfoot, Idaho 83221

Mike W. Hatch
Bancroft, Idaho 83217

Rondo Perkins
Bancroft, Idaho 83217

IN WITNESS WHEREOF, we have hereunto set out hands this 4 day of Nov., 1980.

Edward Eugene Whitworth
Edward Eugene Whitworth
Mike W. Hatch
Mike W. Hatch
Rondo Perkins
Rondo Perkins

ARTICLES OF INCORPORATION - Page 5.

STATE OF Idaho)
County of Bannock) ss.

On this 4 day of Nov., 1980, before me, a Notary Public in and for said County and State, personally appeared Edward Eugene Whitworth known to me to be the person(s) whose name(s) appear on the within instrument, and acknowledged to me that they 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.

Alayne Barger
Notary Public for Idaho
Residing at Pocatello
Commission expires _____

STATE OF Idaho)
County of Bannock) ss.

On this 4 day of Nov., 1980, before me, a Notary Public in and for said County and State, personally appeared Mike W. Hatch & Rondo Perkins known to me to be the person(s) whose name(s) appear on the within instrument, and acknowledged to me that they 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.

Alayne Barger
Notary Public for Idaho
Residing at Pocatello
Commission expires _____