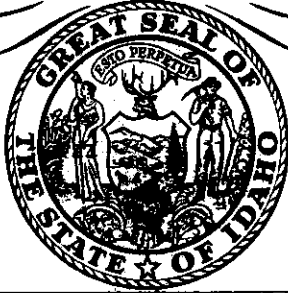


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

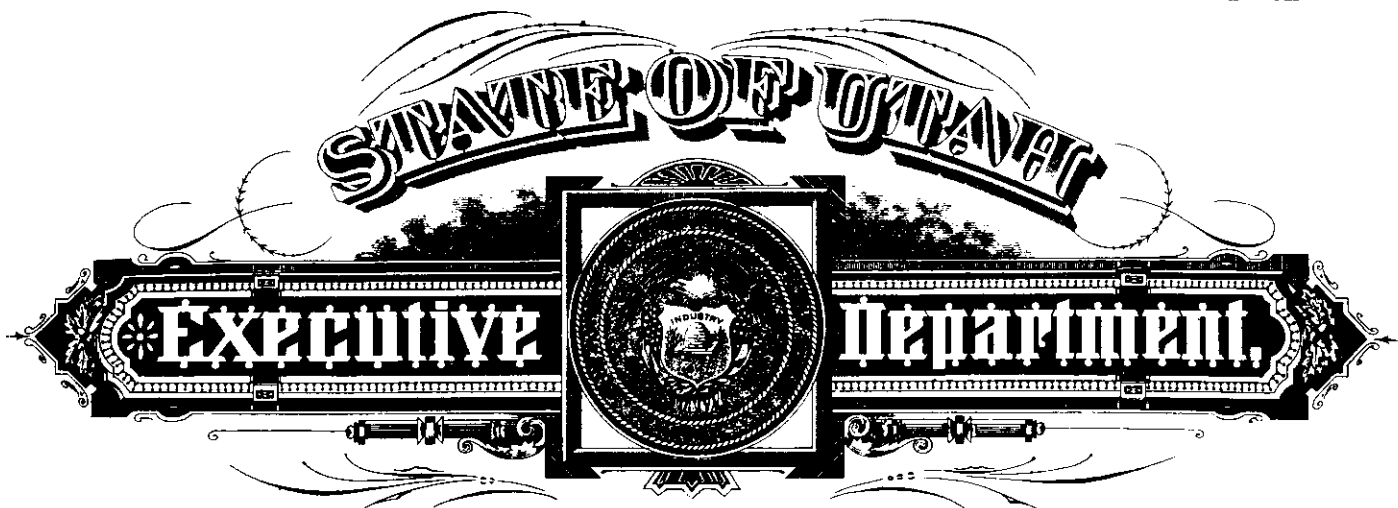
LITTLEFIELD COMPANY

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **4th** day of **December** 19 **63**, a properly authenticated copy of its articles of incorporation, and on the **4th** day of **December** 19 **63**, a designation of **J.L., W.D. or T.H. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **4th** day of **December**, A.D. 19**63**.

Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT THE ATTACHED IS A FULL, TRUE AND CORRECT COPY
OF THE ARTICLES OF INCORPORATION OF _____

LITTLEFIELD COMPANY

AS APPEARS _____ OF RECORD _____ IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS TWENTY-FIFTH DAY OF
NOVEMBER 1963

Lamont F. Toronto

SECRETARY OF STATE

BY Mendell L. Cottrell

DEPUTY

ARTICLES OF INCORPORATION

OF 35160

LITTLEFIELD COMPANY

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Utah, do hereby associate ourselves together and set out, certify, and agree upon the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is and shall be **LITTLEFIELD COMPANY**.

ARTICLE II

The names of the Incorporators and their places of residence are as follows:

Waldo L. Littlefield	2730 Wardway Dr.	Salt Lake City, Utah
Afton S. Littlefield	2730 Wardway Dr.	Salt Lake City, Utah
Myrtle S. Littlefield	74 "G" Street	Salt Lake City, Utah
Elden A. Barnes	1205 South 15th East	Salt Lake City, Utah
Irving H. Biele	1351 Normandie Cr.	Salt Lake City, Utah

ARTICLE III

The Corporation shall exist for a period of ninety-nine (99) years unless sooner dissolved or reincorporated according to law.

ARTICLE IV

The objects for which this corporation is formed are:

(a) To exercise all regular and general powers of the Corporation authorized by the laws of the State of Utah.

(b) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, room or part of any buildings or other structures, at any time owned or held by the corporation.

To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development, or

management of any property, real or personal, at any time owned, held or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation

(c) To acquire by subscription, purchase, or otherwise, to hold for investment or for resale, to sell, pledge, hypothecate, and in all ways deal with stocks, scrip, bonds, consols, debentures, mortgages, notes, trust receipts, certificates of indebtedness, interim receipts, and other obligations and securities of corporations, private, public, quasi-public, or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation, or enhancement of the value of stocks, securities, evidence of indebtedness, or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at other sales, public or private, real property and rights or interests therein of all kinds.

The corporation may purchase, acquire, hold and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor its stocks, bonds, or other obligations.

(d) To borrow money, give its promissory notes, bonds or other obligations therefor and to make, execute and deliver its mortgage or deed of trust upon any of its property to secure the payment thereof.

(e) To loan or advance money with or without specific security for the repayment thereof.

(f) To enter into the wholesale and/or retail business, purchasing and selling personal property.

(g) To manufacture, purchase and sell optical goods, hearing aids, and glasses of every character, mathematical and scientific instruments, photographic supplies and materials and all articles and merchandise appertaining to such business.

(h) For the purpose of attaining or furthering any of its objects to do any or all things and acts, and to exercise any and all other powers which a co-partnership or natural person could do or exercise, and which now, or hereafter, may be authorized by law.

ARTICLE V

The principal place of the business of the company shall be at Salt Lake City, Salt

Lake County, State of Utah, but branch offices may be established elsewhere as the Board of Directors may determine.

ARTICLE VI

The amount of the capital stock of this corporation shall be \$50,000.00 which shall be divided into 50,000 shares of capital stock having a par value of One (\$1.00) Dollar per share.

ARTICLE VII

The amount of capital stock of this corporation subscribed by each of the incorporators is as follows:

<u>NAME</u>	<u>SHARES</u>
Waldo L. Littlefield	19,800 shares
Afton S. Littlefield	1 share
Myrtle S. Littlefield	1 share
Elden A. Barnes	1 share
Irving H. Biele	1 share

All of said stock, to wit, 19,804 shares, is at this time subscribed and paid in full.

ARTICLE VIII

The officers of this corporation shall consist of:

- (a) A Board of three Directors.
- (b) President
- (c) Secretary-Treasurer

Each director must hold at least one share of stock to qualify himself as such.

One person may hold the office of Secretary-Treasurer, or any one or more of said offices.

The President must be a director. The other officers may or may not be stockholders or directors.

The directors shall be elected by ballot at the annual meeting of the stockholders hereinafter provided for and said directors shall elect and appoint all of the officers of the corporation.

ARTICLE IX

The term of office for all officers of this corporation shall be for one year and until their successors are duly elected and qualified, unless sooner resigned or removed as hereinafter provided.

ARTICLE X

The Board of Directors, a majority of whom shall be necessary to constitute a quorum for the transaction of corporate business, shall have authority to make, alter and amend By-Laws; to authorize and cause to be executed deeds, bonds, mortgages and liens upon the property of the corporation, without limit as to amount; to sell, lease, mortgage or otherwise dispose of any and all of the property of the corporation without ratification of their acts by stockholders; to employ and remove agents, superintendent, managers, and employees of every kind necessary in said business and to fix the compensation thereof. Further, the Board of Directors shall have the power to delegate their duties to executive committees. The Board of Directors may, at any time, by a favorable vote of two-thirds of its members, cause to be issued and disposed of all or any part of the authorized capital stock of the corporation not presently subscribed at any price, and upon such terms as the Board of Directors may deem desirable and without first offering said stock or any part thereof to the stockholders of this corporation.

ARTICLE XI

Meetings of the Board of Directors shall be held at such times and places within or without the State of Utah, as designated by resolution or by the chairman of the Board of Directors or by the President.

ARTICLE XII

Any officer of this corporation may be removed at a stockholders meeting held to consider the question of removal by a vote of two-thirds of the capital stock represented at such meeting personally or by proxy voting for such removal. Any officer may resign by filing a written resignation with the Secretary of the company. Vacancies in the Board or other office caused by any such removal or resignation or by death or disability or failure to qualify or otherwise, may be filled by the Board of Directors. The Board of Directors shall have power to remove from office, except from the office of director, any officer elected by it by a majority vote of all the members of the Board.

ARTICLE XIII

The following named persons shall constitute the Board of Directors of the corporation from the date hereof and until the successors shall have been duly elected and qualified:

Waldo L. Littlefield
Afton S. Littlefield
Myrtle S. Littlefield

and that the said Waldo L. Littlefield shall be President and Afton S. Littlefield Secretary-

Treasurer.

ARTICLE XIV

The annual meeting of the stockholders of this corporation, for the election of Directors and the transaction of such other business as shall regularly come before it shall be held on the second Tuesday of April each year at four o'clock P. M. of said day at the principal office of the corporation. Should said day fall upon a holiday, said meeting shall be held upon the next succeeding business day at the same hour. The stock represented at such meeting, regardless of its proportion to the outstanding capital stock, shall constitute a quorum for the purpose of conducting the stockholders meeting.

Each holder of stock shall be entitled to one vote for each share of stock held by him, except that at the election of directors of the corporation, each common stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of directors with respect to his shares of stock, multiplied by the number of directors to be elected, and he may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he sees fit. A failure to hold any meeting of the stockholders at the time appointed shall not forfeit or impair any of the rights acquired by this agreement, but such meeting may be held at any subsequent time upon giving notice as the laws of Utah may require or such notice as may be determined by the Board of Directors.

Stock shall be considered present at any meeting of the stockholders of this corporation if it is represented at such meeting by a proxy statement of the owner of said stock or such form as shall be prescribed by the Board of Directors for said meeting.

Each stockholder of record is entitled to a notice by mail of any regular or special meeting of stockholders and such notice shall be mailed at least two weeks prior to the date of the meeting and shall contain a general statement of the business to be conducted at the meeting.

ARTICLE XV

The full paid capital stock of this corporation is hereby declared to be non-assessable

ARTICLE XVI

Subscriptions to the capital stock of this corporation consist in part of property necessary to the pursuit of the business and this corporation does hereby take and accept in full payment of 19,800 shares of capital stock issued to Waldo L. Littlefield, property

consisting of stock of merchandise, furniture, fixtures, accounts, supplies and other assets heretofore acquired by said Waldo L. Littlefield in the operation of that certain business at 57 East Third South, Salt Lake City, Utah and the tangible fair cash value of said property is the sum of \$19,800.00 and said property has been sold and assigned by the said Waldo L. Littlefield to the corporation for 19,800 shares of stock of a value of \$19,800.00. The remaining portion of the subscribed stock of the corporation has been paid for in cash by payment to the corporation of \$4.00.

ARTICLE XVII

The private property of the stockholders of this corporation shall not be liable for the debts or obligations of the corporation.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 31st day of March, 1959.

Waldo L. Littlefield
WALDO L. LITTLEFIELD

Afton S. Littlefield
AFTON S. LITTLEFIELD

Myrtle S. Littlefield
MYRTLE S. LITTLEFIELD

Elden A. Barnes
ELDEN A. BARNES

Irving H. Biele
IRVING H. BIELE

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

WALDO L. LITTLEFIELD, AFTON S. LITTLEFIELD, MYRTLE S. LITTLEFIELD and ELDEN A. BARNES that he and they are four of the original incorporators and it is their bona fide intention of commencing and carrying on the business mentioned in the agreement and Articles of Incorporation and that they and each of them verily believe that each party to the agreement is able and will pay for the amount of stock subscribed for by him and that at this time and before making this affidavit at least ten per cent (10%) of the stock subscribed by each stockholder and not less than ten per cent (10%) of the capital stock of the

corporation has been paid in cash.

The above named affiants further state that they are acquainted with the property referred to and described in the Articles of Incorporation and which is being transferred to the corporation for stock, and that said property is reasonably worth the amount in cash for which it is accepted by the Corporation.

DATED this 31st day of March, 1959.

Waldo L. Littlefield
WALDO L. LITTLEFIELD

Afton S. Littlefield
AFTON S. LITTLEFIELD

Myrtle S. Littlefield
MYRTLE S. LITTLEFIELD

Elden A. Barnes
ELDEN A. BARNES

SUBSCRIBED and sworn to before me this 31st day of March, 1959.

Marianne J. Kirby
NOTARY PUBLIC

Residing at Salt Lake County, Utah

My Commission Expires 9/26/60