



Department of State.

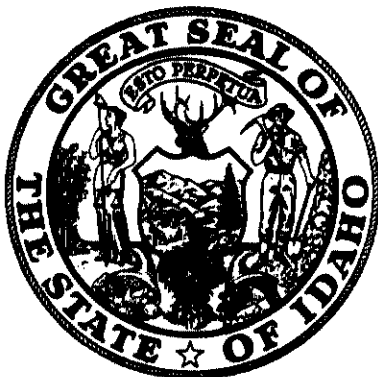
**CERTIFICATE OF INCORPORATION
OF**

SHARPE OIL CORPORATION

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 16, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Fagan

ARTICLES OF INCORPORATION
OF
SHARPE OIL CORPORATION

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The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Sharpe Oil Corporation

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 6,000 shares, such shares to consist of 3,000 shares of Class A Stock of the par value of ONE HUNDRED DOLLARS (\$100) for each share and 3,000 shares of Class B Stock of the par value of ONE HUNDRED DOLLARS (\$100) for each share.

The aggregate par value shall be \$600,000.

ARTICLES OF INCORPORATION
SHARPE OIL CORPORATION

FIFTH: The preferences, voting powers, rights, privileges, restrictions and qualifications of the Class A and Class B Stocks are as follows:

(a) The Board of Directors may in its discretion and at such times as it deems advisable declare and pay dividends from the surplus or net profits arising from the business of the Corporation and the said dividends shall be in equal amounts per share on both the Class A and Class B Stocks.

(b) Except as otherwise specifically provided by statute, the holders of the Class A Stock, while any such stock is issued and outstanding, shall have the sole and exclusive right of voting on all corporate questions including the election of the Board of Directors, to the exclusion of the holders of the Class B Stock, and the holders of the Class B Stock shall not be entitled to notice of meetings of shareholders, provided, however, that such voting power and right to notice of shareholders' meetings shall automatically become vested in the holders of the Class B Stock when and at such times as there is no Class A Stock issued and outstanding.

(c) Each share of each class of stock shall, at the option of the holder thereof, be convertible at any time into one share of any other class of stock, provided, however, that when ever the conversion is into a share of any class of stock having any preferences over the class of stock of the share to be converted, then such conversion shall be effected only with the prior written approval or consent of the holders of a majority of the stock of each class having any preference over the class of stock from which the share is to be converted. Such conversion shall be effected by surrendering to the Corporation the certificates (properly endorsed and directing the conversion thereof into a specified class of stock) for the share of stock sought to be converted and upon receipt thereof (plus evidence of any shareholder consent or approval to the conversion required hereby), the Corporation shall issue in exchange therefore and in lieu thereof to the holder of such share, or to his or its assigns, a certificate for a share of the Class of stock into which the surrendered share is directed to be converted.

(d) The Corporation may at any time and from time to time, at the option of the Board of Directors, redeem the whole or any part of the outstanding fully-paid Class A shares, without notice, by paying for said shares an amount equal to their book value as evidenced by the Corporation's last month-end balance sheet nearest to the date the redemption is ordered by the Board of Directors. If less than all the Class A shares are to be redeemed, the shares to be redeemed shall be selected pro rata from the number of shares held by each Class A shareholder, or by lot.

(e) In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the

total net assets remaining after the payment of all debts and obligations of the Corporation shall be distributed to the shareholders as follows:

The Class A Stock shall first receive \$100 per share. Thereafter the Class B Stock shall receive \$100 per share; and thereafter any remaining assets shall be distributed equally per share to both the Class A and Class B Stocks without any preference whatsoever.

(f) Except as, and only to the extent specifically required otherwise by law, no holder of shares of this Corporation of any class shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, and such issue shall be made to such person or persons and upon such terms and consideration as may be approved by the Board of Directors and the holders of a majority of the issued and outstanding shares of this Corporation having voting power.

(g) Any transfer (including any sale, transfer, deposit, pledge or encumbrance in any manner or for any purpose) by a shareholder of record on the Corporation's books of any of the issued and outstanding capital stock of the Corporation (or of any rights therein or thereunder) to anyone (except the Corporation or a shareholder of record of the Corporation) will not be effective or enforceable against the Corporation or its other shareholders of record unless (1) at least ten days before the transfer the Corporation and all the other shareholders of record receive from the transferor written notice of the transfer, specifying the nature of the transfer, the number of shares to be transferred and the name and address of the transferee, or (2) in lieu thereof, a prior written waiver of such notice is obtained by said transferor.

(h) Each issuance or sale of any amount of the capital stock of the Corporation (either authorized and unissued or previously issued and reacquired by the Corporation), with the exception of shares issued upon a conversion pursuant to Article Fifth (c) above, by the Corporation or any of its officers on its behalf must first be authorized by a resolution of the Board of Directors. Any issuance or sale not so authorized shall be null and void and cannot be approved or ratified subsequently

SIXTH: The address of the initial registered office of the corporation is 1102 S. Main, Moscow, Idaho 83843, and the name of its initial registered agent at such address is Theodore C. Sharpe.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

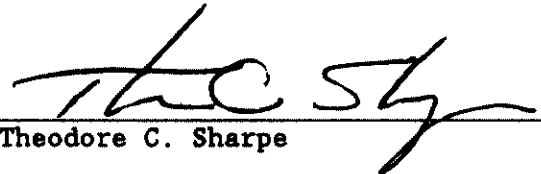
<u>Name</u>	<u>Address</u>
Theodore C. Sharpe	1102 S. Main, Moscow, Idaho 83843

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Theodore C. Sharpe	1102 S. Main, Moscow, Idaho 83843

NINTH: The Board of Directors is expressly authorized to make distribution from capital surplus under the provisions of Section 30-1-46, Idaho Code, as amended.

DATED this 22nd day of April, 1991.


Theodore C. Sharpe


STATE OF IDAHO)
) ss.
County of Latah)

On this 22nd day of April, 1991, personally appeared before me, the undersigned, a Notary Public in and for said State, Theodore C. Sharpe, the party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to him, the contents of said certificate, and he did acknowledge that he signed, sealed, and delivered

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SHARPE OIL INCORPORATED

the same as his voluntary act and deed, and deposes that the facts therein stated were fully set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal the date last above written.



NOTARY PUBLIC, in and for the
State of Idaho, residing at
Moscow, therein
My Commission Expires: 1-24-84