

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

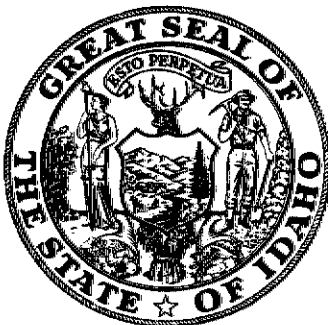
OATES-KAYE, INC.

File number C 112675

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: November 15, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Belmes*

Nov 14 3 36 PM '95

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
OATES-KAYE, INC.

IDAHO SECRETARY OF STATE

11/14/95 9:00:00 AM
Customer # 14917
IVC950024212 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00

The undersigned, acting as incorporator under the Idaho Business Corporation Act, adopts the following articles of incorporation:

Nov 16 3 05 PM '95
SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I.
NAME OF THE CORPORATION

The name of the corporation is Oats-Kaye, Inc. ("Corporation").

ARTICLE II.
DURATION

The Corporation shall have perpetual existence.

ARTICLE III.
PURPOSES OF THE CORPORATION

The Corporation is organized for the following purposes:

1. To provide management services; and
2. To do any acts and perform any business permitted by the Idaho Business Corporation Act.

ARTICLE IV.
SHARES

The class, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	200	\$1.00

ARTICLE V.
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is Dillion, Bosch, Daw & Bock, Chartered, 242 North 8th Street, Suite 200, Boise, Idaho 83702, and the name of its initial registered agent at such address is Lee B. Dillion.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

NAME	ADDRESS
Douglas L. Oates	13243 West Woodspring Court Boise, Idaho 83713
Kevin L. Kaye	9880 West Alliance Drive Boise, Idaho 83704

**ARTICLE VII.
INCORPORATOR**

The name and address of the incorporator is:

NAME

Lee B. Dillion

ADDRESS

242 North 8th Street, Suite 200
Boise, Idaho 83702

SIGNATURE OF INCORPORATOR

Dated: November 14, 1995



Lee B. Dillion