

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE NEWMAN COMPANY, 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 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 27, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Serge Rehnke*

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**ARTICLES OF INCORPORATION
OF
THE NEWMAN COMPANY, INC.**

The undersigned, acting as Incorporator of a Corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

I

The name of the Corporation is THE NEWMAN COMPANY, INC.

II

The period of duration of this Corporation shall be perpetual.

III

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

IV

The aggregate number of shares the Corporation shall have authority to issue is 100,000 shares, all of which are to be of no par value.

ARTICLES OF INCORPORATION

V

No stock of the Corporation shall be transferred to a person who is not an initial shareholder or already a shareholder unless the stock is transferred under the provisions of the By Laws of the corporation adopted under the provisions of Idaho Code Section 30-1-23A.

VI

The initial registered agent of the Corporation is W.D. BERT NEWMAN and the address of the registered agent and of the initial registered office of the Corporation is 2005 Ironwood Parkway, Suite 222, Coeur d'Alene, ID 83814.

VII

The fiscal year of the Corporation shall be the calendar year.

VIII

The initial Board of Directors of the Corporation shall exercise all corporate powers and manage the business affairs of the Corporation until the first annual shareholders' meeting, or until their successors be elected and qualify, whichever is later. The names and addresses of the members of the initial Board of Directors are:

W.D. Bert Newman
2475 Greensferry Rd.
Coeur d'Alene, ID 83814

Sharon V. Newman
2475 Greensferry Rd.
Coeur d'Alene, ID 83814

Nancy M. Howard
1321 Capitol Dr., #190
San Pedro, CA 90732

IX

The name and address of each incorporator is:

W.D. Bert Newman
2475 Greensferry Road
Coeur d'Alene, Idaho 83814

ARTICLES OF INCORPORATION

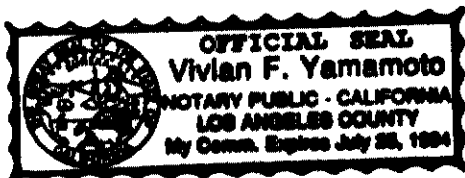
DATED this 12 day of November, 1992.

W.D. Bert Newman
W.D. BERT NEWMAN, Incorporator

CALIFORNIA
STATE OF ~~IDAHO~~)
County of ~~Boonville~~) ss
Los Angeles

On this 13th day of November, 1992, before me, the undersigned Notary Public, personally appeared W.D. BERT NEWMAN, known to me ^{or proved to me on the basis of satisfactory evidence} to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.



Vivian F. Yamamoto
Notary Public for Idaho
Residing at: Post Falls
My Commission expires: 1994

ARTICLES OF INCORPORATION