



**CERTIFICATE OF INCORPORATION
OF**

B & R MARKETING, 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: August 06, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION
OF
B & R MARKETING, INC.

The undersigned, J. Lyle Thompson, acting as the incorporator of a corporation under the Idaho Business Corporation act, adopts the following Articles of Incorporation for such corporation.

First: The name of the Corporation is B & R Marketing, Inc.

Second: The period of its duration is perpetual.

Third: The 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 Corporation Act.

Fourth: The aggregate number of shares which the Corporation shall have authority to issue is 6,000 with \$1.00 par value.

Fifth: Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws and as said by-laws may be from time to time amended.

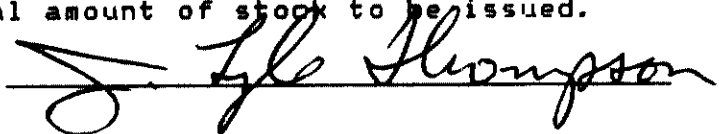
Sixth: The address of the initial registered office of the corporation is 212 North 3800 East, Rigby, Jefferson County, Idaho 83442, and the name of its initial registered agent at such address is J. Lyle Thompson.

Seventh: The number of directors constituting the initial board of directors of the corporation is 4 (4) and the initial directors are J. Lyle Thompson, at the said addresses of 212 North 3800 East, Rigby, Jefferson County, Id 83442; Vicki Butikofer, at said address of 9895 North 5 West, Idaho Falls, Bonneville County, Idaho 83401; Venita Tortel, at said address of 11565 North 5 West, Idaho Falls, Bonneville County, Idaho 83401; and Barbara Thompson at said address 212 North 3800 East, Rigby, Jefferson County, Idaho 83442, who shall serve as such directors until the first annual meeting of the shareholders or until their successors and/or additional directors are elected and qualify.

Eighty: The name and address of the incorporator is J. Lyle Thompson, at 212 North 3800 East, Rigby, Jefferson County, Idaho 83442.

Ninth : All stock to be issued for any reason subsequent to the original issue shall first be offered to the holders of the then outstanding stock of such class and such proportion as their holdings bear to the total amount of stock to be issued.

Dated July 11, 1990



BY-LAWS OF

ARTICLE I

OFFICERS:

The officers of said company shall be a President, a Vice President, a Secretary and a Treasurer, who shall be chosen by the directors.

ARTICLE II

STOCKHOLDERS MEETINGS:

Section 1: ANNUAL MEETING. A meeting of the stockholders of the company shall be held annually in Idaho Falls, Idaho, and on the last Monday in January of each year at the office of the company in said city and state, for the purposes of electing directors and for transaction of such matters of business as may be brought before the meeting. The directors so elected shall serve until their successors are elected and qualified. Unless waived it shall be the duty of the Secretary to cause notice of each annual meeting to be sent by registered letter at least five days before the date of such meeting.

Section 2: SPECIAL MEETINGS. A special meeting of the stockholders may be called at any time by the President, or by a majority of the Board of Directors, or by the directors when forty percent of the stock is represented by holders who sign a petition demanding a special meeting and stating the specific business to be brought before the meeting. Each such call shall be in writing, and shall state the time, place and purposes of such meeting. No business shall be transacted at a special meeting other than as is stated in the call. Five days notice must be given of any special meeting.

ARTICLE III

DIRECTORS:

Section 1: NUMBER OF DIRECTORS AND TERM OF OFFICE. A board of at least one director and not more than seven shall be chosen annually by the stockholders at the annual meeting, to manage the affairs of the company. Their term of office shall be one year, or until their successors are duly elected and qualified. The number of directors may be increased by amending these By-Laws or by Directors Resolution with notice to all shareholders.

Section 2: VACANCIES IN THE BOARD OF DIRECTORS. Vacancies in the Board of Directors by reason of death, resignation or other causes shall be filled by the remaining directors choosing from among the stockholders a director to fill the unexpired term.

Section 3: AUTHORITY OF BOARD OF DIRECTORS. The directors shall have the general management and control of the business and affairs of the company and shall exercise all the powers that may be exercised or performed by the corporation, under the statutes, of the State of Idaho, the Certificate of Incorporation and the By-Laws.

Section 4: FIRST MEETING OF DIRECTORS. Immediately after each election of directors, the directors shall hold a regular meeting and organize by the election of a President, a Vice President, a Secretary, and a Treasurer, and any or all other officers, agents, or employees, of the corporation and transact any other business.

Section 5: REGULAR MEETINGS. An annual meeting of the Board of Directors shall be held every year at such time and place as the Board may determine. Unless otherwise stated the annual meeting shall be held right after the annual meeting of the stockholders.

Section 6: SPECIAL MEETINGS. A special meeting of the Board of Directors shall be held whenever called by the President or by a majority of the Directors. Any and all business may be transacted at a special meeting. Each call for a special meeting shall be in writing, signed by the person or persons making the same, addressed and delivered to the Secretary, and shall state the time and place of such meeting.

Section 7: NOTICE OF REGULAR MEETING OF DIRECTORS. Notice of annual meeting of the Directors shall be mailed to each Director at least ten days prior to the time of such meeting and it must be addressed to his last known address. Notice, as set forth above, may be waived by the Directors.

Section 8: NOTICE OF SPECIAL MEETING. Notice of each special meeting of the Directors shall be mailed to each Director at his last known address at least five days prior to the time of such meeting. Notice, as set forth above, may be waived by the Directors.

Section 9: COMPENSATION FOR DIRECTORS. The duly elected Directors of the Corporation may be compensated regularly or from time to time as approved and resolved by the Board of Directors.

ARTICLE IV

CONSENT TO MEETINGS:

When all the stockholders of said corporation shall be present at any stockholders' meeting or all the directors at

any directors meeting, however called or notified, and sign a written consent thereto upon the record of such meeting, the acts therefor shall be as valid as if the meeting had been legally called and for which notification shall have been duly made. Provided, however, that if all of the Directors shall sign the minutes of a directors' meeting, such meeting shall be legal, regardless of the manner in which it was called, or the number of directors who were actually present.

ARTICLE V

QUORUM:

Section 1: STOCKHOLDERS MEETINGS. At any meeting of the stockholders, fifty one percent of the stockholders shall constitute a quorum of the stockholders for all purposes.

Section 2: DIRECTORS MEETINGS: At all meetings of the Board of Directors, a majority of the Directors of the corporation shall constitute a quorum.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS:

Section 1: PRESIDENT. The President shall preside at all meetings of the stockholders. He shall sign, as president, all certificates of stock, or contracts, and other instruments in writing which have been first approved by the Board of Directors. He shall call the directors together whenever he deems it necessary and shall perform any other duties which he may be authorized to do by the Board of Directors. In the absence of the President, the Vice President shall perform his duties.

Section 2: VICE PRESIDENT. It shall be the duty of the Vice President to preside at all meetings of the stockholders in the absence of or by the appointment of the President. He shall do all else he is required to do by the President and shall perform the duties of the President in the absence of or by the appointment of the President.

Section 3: SECRETARY. It shall be the duty of the Secretary to keep a record of the meetings of the Board of Directors and of the stockholders. He shall keep books of blank certificates of stock and shall fill out and countersign all certificates issued. He shall discharge such other duties as pertain to his office, as prescribed by the Board of Directors.

Section 4: TREASURER. It shall be the duty of the Treasurer to keep safely all the moneys belonging to the

company and to disburse the same under the direction of the Board of Directors upon warrants signed as may be determined by the Board of Directors. At each annual meeting of the stockholders, and at such other times as he may be called upon to do so, he shall submit a complete statement of his accounts with the proper vouchers.

Section 5: BOARD OF DIRECTORS. The Board of Directors shall have power to call meetings of stockholders when they deem necessary, giving notice as above provided, and they shall call meetings of stockholders at any time upon the written request of forty percent of the stockholders; they shall make rules and regulations not inconsistent with the laws of the State of Idaho, or the By-laws of the company, for the guidance of the officers and management of the affairs of the company. They may remove and appoint at pleasure all employees, agents, or representatives of the company, prescribe their duties and fix their compensation, and require from them security for the faithful performance of their duties. They may cause to be issued shares of the stock of the company to stockholders within the limits of the capital stock of the company. They may incur such indebtedness as they deem necessary and authorize the execution by the President and Treasurer of any note to cover such indebtedness provided, that no indebtedness over \$10,000.00, shall be incurred without the majority vote of a quorum of the stockholders at some regular or special meeting of the stockholders. They shall cause the books of the company to be audited at such times as they may deem necessary and, generally, they shall do everything necessary to protect the interests of the stockholders of the company. The Directors of the company shall receive as compensation for their services while engaged in the business of the company, all reasonable expenses incurred in the company's business as well as such other compensation as the Directors may set for themselves from time to time.

ARTICLE VII

STOCK AND STOCK CERTIFICATES:

Section 1: COMMON STOCK PREEMPTIVE RIGHTS. All certificates of common stock and shares of common stock for sale must be first offered to stockholders of the corporation, which if they refuse to purchase, then, may be sold to the buying public.

Section 2: CERTIFICATES SIGNED. All certificates of stock issued must be signed by the President and countersigned by the Secretary.

Section 3: FORM OF CERTIFICATES. The forms of certificates of stock issued by the company shall be such as

may be determined by the Board of Directors, and they shall print upon these stock certificates all reservations or conditions relative to the value, transfer, or cancellation thereof as they may deem advisable.

Section 4: DIRECTORS UNANIMOUS APPROVAL. No transaction with respect to the common stock of the corporation shall take place without the unanimous approval of the Board of Directors.

Section 5: PLEDGE OF STOCK. No shareholder shall have the privilege of pledging his stock without the approval of the Board of Directors.

ARTICLE VIII

INVESTMENTS:

The funds of the company and any reserves may be invested by the Board of Directors as they shall determine.

ARTICLE IX

MANAGER:

The Board of Directors may appoint a manager, who shall hold office at the pleasure of and on the terms and conditions set by the Board of Directors. Any director, officer or other person may be elected to serve as manager. The manager shall perform such duties as may be directed by the Board of Directors.

ARTICLE X

DIVIDENDS AND RESERVES

The Board of Directors shall have the right to retain and accumulate, out of the proceeds of the sales of the services and products handled by the corporation, such amount as, in their judgment, is necessary and proper to create a reserve necessary to provide working capital and the proper facilities for carrying on the business of the corporation; but any such surplus thus accumulated in excess of reserves necessary for working capital and to provide the proper facilities for the business of the company, promptly and efficiently and to take care of its reasonable needs and requirements, shall be distributed among the shareholders at the end of each fiscal year, in accordance with such rules and regulations as may be adopted by the Board of Directors, except that all common stock will be allowed to share proportionately.

ARTICLE XVII

TRANSFER RESTRICTIONS

No transfer of any shares in the corporation shall be valid unless the shareholder or his heirs, executor, or administrator first offers the shares to the corporation, and second offers the shares to existing shareholders in proportion to their holdings in the corporation. The offer shall be at the adjusted book value of the shares according to the last annual audit of the corporation or the price for which the shareholder has a bona fide offer of purchase, whichever is higher. Written notice of an intended transfer together with the terms thereof and the terms of the offer shall be given to the corporation which shall have 30 days to accept the offer to purchase. The person offering his shares shall not participate as shareholder or director in determining whether the corporation shall purchase. If the corporation does not accept, then written notice shall be given to each shareholder, who shall have 30 days to accept the offer to purchase. Any shareholder or group of shareholders may accept the offer to purchase all offered shares if other shareholders do not exercise their right to purchase; proportional purchase applies where more than one shareholder exercises his right to purchase and all do not agree on the share of each. These restrictions shall not apply to transfer or sale of the shares either directly to, or by trust for the benefit of the children, brothers and sisters, spouse, father or mother of the shareholder, nor to existing shareholders of the corporation.

ARTICLE XIII

POWER TO BIND CORPORATION:

The Board of Directors shall have authority to construct, purchase, lease or otherwise acquire such buildings, land, plants, and equipment as they deem proper and necessary for conducting the business of the company, and at such price and upon such terms as the Board of Directors shall deem proper.

ARTICLE XIV

MANNER OF VOTING:

Voting by properly executed proxy will be allowed and in case the Board of Directors shall so authorize it, the members may vote by mail in accordance with such rules and regulations as shall be adopted by the Board of Directors.

ARTICLE XV

CONTRACTS

No contract or other transaction between this corporation and any other corporation, association, firm or person shall be affected by the fact that the directors of this corporation also are interested in, or are directors or officers of such other corporation, association or firm. Any director individually may be a party to, or may be interested in any contract or transaction of this corporation, provided that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the members of the board of directors who are not so interested. Directors so interested may be counted in determining the presence of a quorum.

ARTICLE XVI

LIABILITY

No personal shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation or of any other corporation which he serves as a director or officer at the request of the corporation, in good faith, if such person (a) exercised and used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the company which he had reasonable grounds to believe. The foregoing shall not be exclusive of other rights and defenses to which he may be entitled as a matter of law.