

State of Idaho

Department of State

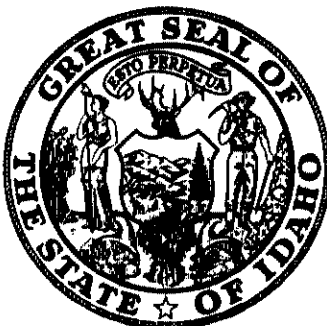
CERTIFICATE OF INCORPORATION OF

WILLIAMSON & ASSOCIATES, 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: January 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

ARTICLES OF INCORPORATION
OF
WILLIAMSON & ASSOCIATES, INC.
* * * * *

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For the purpose of forming a corporation under the laws of Idaho, the undersigned, whose names and places of residence appear in full herein, hereby certify and agree as follows:

ARTICLE I

Corporate Name

The name of the corporation is WILLIAMSON & ASSOCIATES, INC. and it is formed and organized at Boise, Idaho which shall be its principal office and place of business, but branch offices may be established elsewhere in or outside the State of Idaho by resolution of the Board of Directors.

ARTICLE II

The corporation is to have perpetual existence unless dissolved or otherwise terminated according to law.

ARTICLE III

Corporate Powers and Purposes

In Furtherance, and in no way in limitation of the powers now or hereafter conferred upon corporations by the laws of Idaho, or any other State, territory or country in which this corporation may or shall do business, the object, business and pursuit of this corporation, agreed upon in general terms are as follows:

No stock can be transferred, bargained, pledged, sold or assigned to any other person or party, without first offering to sell the same to the other stockholders, on a basis proportionate to their respective interests, for the same consideration the stock was or would be offered to a third person or as otherwise agreed between the individual stockholders. All stock shall share in dividends on the same basis and as shall be fixed or determined by the Board of Directors. Fully paid stock of the corporation shall not be liable to any further call or assessment.

ARTICLE V

Incorporators

The names and places of residence of the incorporator hereto, are as follows:

NAME	ADDRESS
Elaine Williamson	225 White Pine Pl. Boise, Idaho 83706

ARTICLE VI

Commencing Business

This corporation will commence business as of Feb. 1, 1993.

ARTICLE VII

Officers and Directors

The names and addresses of the persons who are to serve as the initial Board of Directors of this corporation until the first annual meeting of shareholders or until their successors shall be elected and qualified, are as follows:

NAME	ADDRESS
Elaine Williamson	2225 White Pine Pl. Boise, Idaho 83706

In carrying on the business of the corporation, the Board of Directors is authorized and empowered, to sell, exchange, mortgage, bond or otherwise dispose of, deal with and encumber any or all of the property of the corporation, upon such terms as the Board of Directors may deem just and proper and or in the best interest of the corporation without prior authorization or subsequent confirmation by a vote of the stockholders or otherwise.

ARTICLE VIII

Pre-Emptive Rights and Cumulative Voting

The authorized stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Stockholders shall have pre-emptive rights in issues of authorized stock or treasury stock, according to the percentage of shares originally subscribed to by the incorporators.

At each election of directors, every stockholder entitled to vote at such election shall have the right of accumulating his votes by giving one candidate as many votes as the number of directors to be elected, as multiplied by the number of his shares, shall equal, or by distributing such votes on the same principle amount all or any number of such candidates.

ARTICLE IX

Registered Office and Agent

The address of this corporation's initial registered office is 1365 N. Orchard, Suite 213, Boise, Idaho 83706.

The name of this corporations' initial registered agent is Elaine Williamson.

ARTICLE X

Stockholder Liability

The private property of the individual stockholders of this corporation, whether held in their own right or as trustees, shall not be subject to the payment of the corporate debts of or for this corporation, in any amount or to any extent or degree whatsoever.

Dated this 26 day of January, 1993


Elaine Williamson

STATE OF IDAHO)
 : ss.
County of ADA)

I, the undersigned, a Notary Public, hereby certify that Elaine Williamson personally appeared before me, and being duly sworn by me, severally declared that she is the person who signed the foregoing document as incorporator and that the statements contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 26th day of JANUARY 1993.

Charlene A. Russell

Boise, Idaho

My Commission Expires

1-19-96