

CERTIFICATE OF INCORPORATION
OF

OUT OF THE WOODS, INC.

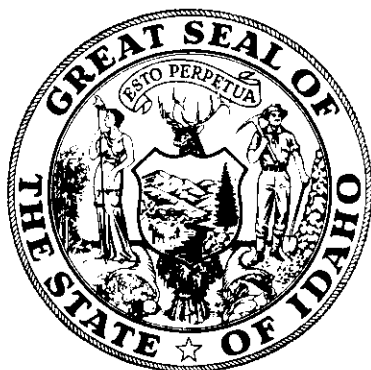
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

OUT OF THE WOODS, INC.

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 1, 1981



SECRETARY OF STATE

by: _____

RECEIVED

'81 MAY 1 AM 10 33

ARTICLES OF INCORPORATION

OF

OUT OF THE WOODS, INC.

SECRETARY OF
STATE

THE UNDERSIGNED, acting as 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 OUT OF THE WOODS, INC.

SECOND

The period of its duration is perpetual.

THIRD

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

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 25,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 1320 North Orchard, Boise, Idaho 83704, and the name of its initial registered agent at such address is Richard A. Smith.

SEVENTH

The number of directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Smith	1703 North 23rd Boise, Idaho 83702
Teresa J. Smith	1703 North 23rd Boise, Idaho 83702

EIGHTH

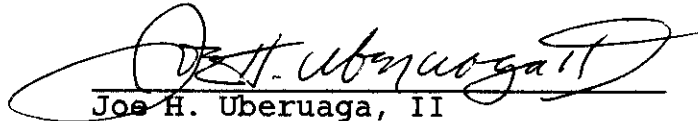
The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joe H. Uberuaga, II	P. O. Box 1368 Boise, Idaho 83701

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of MAY, 1981.



Joe H. Uberuaga, II