



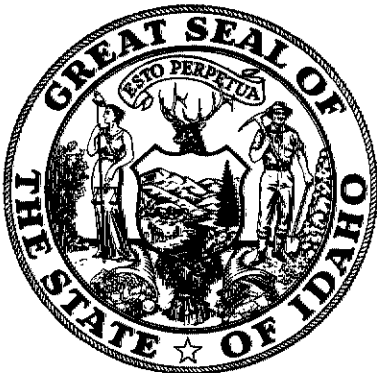
**CERTIFICATE OF INCORPORATION
OF**

TIMBERLINE MANAGEMENT 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: October 20, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: [Signature]

ARTICLES OF INCORPORATION
OF
TIMBERLINE MANAGEMENT COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is TIMBERLINE MANAGEMENT COMPANY, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is formed are:

(a) To engage in the general business of transportation, including, but not limited to: operation, management, consulting, sales, engineering, and agency services, in connection with any and all forms of transportation by motor vehicle, water-borne vehicle, aircraft and/or railroads.

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell, or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease, exchange, or otherwise, land and buildings, whether residential, commercial or industrial, and any other property, whether real or personal;

(c) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchises, privileges, rights, goods, wares and merchandise of every kind, nature and description;

(d) To buy, sell, convey, lease, let, mortgage, exchange or otherwise acquire and dispose of lands, lots, houses, buildings and real property, hereditaments, appurtenances of all kinds and wheresoever situated, and of any interest and rights therein, to the same extent as if natural persons might or could do without limit as to amount;

(e) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, either public or private, or with any territory or government or any agency thereof;

(f) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidence of indebtedness, for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage and/or all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and as shall be permitted by law;

(g) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

(h) To carry on and conduct a general agency business, to act, and to appoint

others to act, as general agent, special agent, broker, factor, manufacturers' agent, purchasing agent, sales agent, distributing agent, representative, and commission merchant, for individuals, firms, associations, and corporations in the distribution, delivery, purchase and sale of goods, wares, merchandise, property, commodities, and articles of commerce of every kind and description, and in selling, promoting the sale of, advertising, and introducing, and contracting for the sale, introduction, advertisement, and use of, services of all kinds, relating to any and all kinds of businesses, for any and all purposes;

(i) To act as the agent of such persons, firms, associations and corporations as shall employ it to deal in, sell, contract for, and advise and counsel regarding all forms of insurance, and to investigate, collect and report information concerning insurance and insurance companies, and to prepare, present, adjust, settle, collect and purchase claims arising under insurance policies, and also to do all such acts and things as may be necessary or convenient incidental to the sales, service, management and adjustment of insurance agreements.

(j) To deal in stocks, bonds, commercial paper, mortgages and other securities, to manage estates and properties, and to conduct a general insurance agency and a general real estate sales, management and rental business, including the buying, selling, leasing, improving, and dealing in lands and tenements, and the construction and selling of houses and buildings;

(k) To engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act (Title 30, Idaho Code), and which are not specifically prohibited to corporations by the laws of the State of Idaho.

FOURTH

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

(a) To sue, complain and defend in the corporate name;

(b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

(d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets;

(e) To lend money and use its credit to assist the corporate employees, provided, however, that the corporation is authorized to loan up to a maximum aggregate total of one-hundred thousand dollars (\$100,000) to the officers and/ or directors, singularly or collectively, out of corporate funds or on the credit of the corporation, subject to such limitations and requirements as may be imposed by applicable law;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge or all or any of the corporation's property and income;

(h) To lend money for any corporate purpose, invest and reinvest its funds,

and take and hold the payment of funds so loaned or invested;

(i) To carry on its business, carry on its operations and have offices and exercise the powers granted herein, within or without the State of Idaho;

(j) To make donations for the public welfare or for charitable, scientific or educational purposes;

(k) To transact any lawful business which the Board of Directors shall find will be an aid of corporate or governmental policy;

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

FIFTH

The aggregate total number of shares of all classes of stock which the corporation shall have authority to issue is: five-million (5,000,000) shares, of which two-million five-hundred thousand (2,500,000) shares shall be in a class designated "preferred stock" and two-million five-hundred thousand (2,500,000) shares shall be a class designated "common stock". None of the shares of either class shall have a par value, but shall be issued for such consideration as the Board of Directors shall determine; provided, however, that such stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

All of the shares of stock issued in each class and series shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares of the same class and series. However, except as provided hereinbelow, or by resolution of the Board of Directors duly adopted and approved, the common stock shall be voting stock, and the preferred stock shall be non-voting.

SIXTH

The Board of Directors is hereby authorized, at its option, from time to time, to divide all or any part of the preferred shares into series thereof and to fix

and determine variations, if any, between any series so established as to any one or more of the following matters:

- (1) The rate of dividend;
- (2) The price at and the terms and conditions on which shares may be redeemed;
- (3) The amount payable upon shares in the event of involuntary liquidation;
- (4) The amount payable upon shares in the event of voluntary liquidation;
- (5) Sinking fund provisions, if any, for the redemption or purchase of shares;
- (6) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion; and
- (7) Voting rights, if any.

Prior to the issuance of any series of preferred stock, the Board of Directors shall fix and determine the variations and the relatives rights and preferences as between the series, and shall comply with the specific requirements of Section 30-1-16 Idaho Code.

Preferred dividends: The holders of all preferred shares, regardless of series, at the time outstanding, shall be entitled to receive, when and as declared to be payable by the Board of Directors, out of any funds legally available for the payment thereof, dividends at the rate theretofore fixed by the Board of Directors for each series of such preferred shares that have theretofore been established, and no more, payable quarterly on the last days of January, April, July and October in each year.

Cumulativeness of preferred dividends: Dividends on all preferred shares, regardless of series, shall be cumulative. No dividends shall be declared on any shares of any series of preferred shares for any dividend period unless all dividends cumulated for all prior dividend periods shall have been declared or shall then be declared at the same time on all preferred shares then outstanding. No dividends shall be declared on the shares of any series of preferred shares unless a dividend for the same period shall be declared at the same time upon all preferred shares outstanding at the time of such declaration in like proportion to the dividend

rate then declared. No dividends shall be declared or paid on the common shares unless full dividends on all the preferred shares then outstanding for all past dividend periods and for the current dividend period shall have been declared and the corporation shall have paid such dividends or shall have set apart a sum sufficient for the payment thereof.

Preferences on liquidation: In the event of any dissolution, liquidation or winding up of the corporation, whether voluntary or involuntary, the holders of each series of the then outstanding preferred shares shall be entitled to received the amount fixed for such purpose in the resolution or resolutions of the Board of Directors establishing the respective series of preferred shares that might then be outstanding together with a sum equal to the amount of all accumulated and unpaid dividends thereon at the dividend rate fixed therefor in the aforesaid resolution or resolutions. After such payment to such holders of preferred shares, the remaining assets and funds of the corporation shall be distributed pro-rata among the holders of the common shares. A consolidation, merger or reorganization of the corporation with any other corporation or corporations or a sale of all or substantially all of the assets of the corporation shall not be considered a dissolution, liquidation or winding up of the corporation within the meaning of of these provisions.

Redemption privileges of the corporation: The whole or any part of the outstanding preferred shares or the whole or any part of any series thereof may be called for redemption and redeemed at any time at the option of the corporation, exercisable by the Board of Directors upon thirty (30) days' notice by mail to the holders of such shares as are to be redeemed, by paying therefor in cash the redemption price fixed for such shares in the resolution or resolutions of the Board of Directors establishing the respective series of which the shares to be redeemed are a part together with a sum equal to the amount of all accumulated and

unpaid dividends thereon at the dividend rate fixed therefor in the aforesaid resolution or resolutions to the date fixed for such redemption. The corporation may redeem the whole or any part of the shares of any series, or of several series, without redeeming the whole or any part of the shares of any other series; provided, however, that if at any time less than the whole of the preferred shares of any particular series then outstanding shall be called for redemption, the particular shares called for redemption shall be determined by lot by such other equitable method as may be determined by the Board of Directors. If, on the redemption date specified in any such notice, funds necessary for such redemption shall have been set aside by the corporation, separate and apart from its other funds, in trust for the pro-rata benefit of the holders of the preferred shares so called for redemption, then, notwithstanding that any certificate for shares so called for redemption shall not have been surrendered for cancellation, the shares so called for redemption shall no longer be deemed to be outstanding, the right to receive dividends thereon shall cease to accrue from and after the date so fixed, and all rights of holders of preferred shares so called for redemption shall forthwith after such redemption date cease and terminate, excepting only the right of the holders thereof to receive the redemption price thereof, but without interest. Any interest accrued on funds so deposited shall be paid to the corporation from time to time. In case the holder of shares which shall have been called for redemption shall not, within five (5) years after the making of such deposit claim the amount deposited with respect to the redemption of such shares, the bank or trust company in which such deposit was made shall upon demand pay over to the corporation such unclaimed amounts and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof to such holder.

Voting: Except as otherwise provided by law or the resolution or resolutions of the Board of Directors providing for the issue of any series of the preferred

stock, the common stock shall have the exclusive right to vote for the election of directors and for all other purposes, each holder of the common stock being entitled to one vote for each share held.

Subject to all of the rights of the preferred stock or any series thereof, the holders of the common stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

SEVENTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

EIGHTH

The address of the initial registered office of the corporation is 1303 North Sixth Street, Coeur d'Alene, Idaho 83814. The name of the corporation's initial registered agent at such address is Michael B. McFarland.

NINTH

The number of directors constituting the initial Board of Directors is two (2).

The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

Joey Ross Jones, E. 4950 16th, Apt. 7, Post Falls, Idaho 83854

Michael B. McFarland, 1303 North Sixth Street, Coeur d'Alene, Idaho 83814

TENTH


The names and addresses of the incorporators are:

Joey Ross Jones, E. 4950 16th, Apt. 7, Post Falls, Idaho 83854

Michael B. McFarland, 1303 North Sixth Street, Coeur d'Alene, Idaho 83814

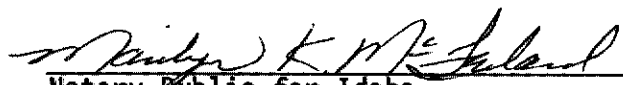
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th
day of October, 1988.


JOEY ROSS JONES


MICHAEL B. MCFARLAND

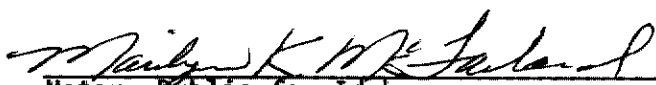
STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17th day of October, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Joey Ross Jones, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires February 21, 1991

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 17th day of October, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael B. McFarland, known or identified to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.


Notary Public for Idaho
Residing at Coeur d'Alene
My Commission Expires February 21, 1991