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STATE OF IDAHO

CERTIFICATE OF INCORPORATION OF

WALKER WOODS, INC.

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Walker Woods, Inc.

SECOND PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 76 Shadow Valley Lane Clark Fork, Idaho, and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is David Walker.

FOURTH PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Delaware.

FIFTH SHARES

The total authorized capital stock of the Corporation is 10000 shares having a Par Value of No Par. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SIXTH INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator of the Corporation is as follows:

David Walker	June Walker
76 Shadow Valley Lane	76 Shadow Valley Lane
Clark Fork, ID 83811	Clark Fork, ID 83811

SEVENTH

DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

IDAHO SECRETARY OF STATE
06/12/2002 05:00
CK: 900 CT: 161122 BH: 471267
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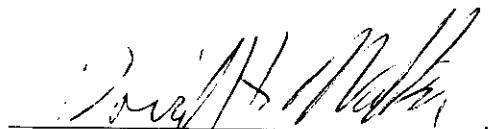
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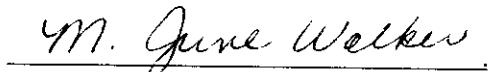
EIGHTH
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be May 15, 2002

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of _____.


(Incorporator)


(Incorporator)