



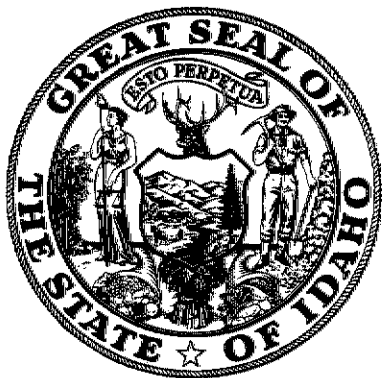
**CERTIFICATE OF INCORPORATION
OF**

RESOURCE GROUP, INC. (THE)

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: **February 19, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Susan Matthews*

ARTICLES OF INCORPORATION
OF

THE RESOURCE GROUP, INC.

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'87 FEB
SECRETARY OF
STATE

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is "THE RESOURCE GROUP, INC."

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which this corporation is organized are as follows:

(a) To provide to private businesses and public entities, consulting and other services in the human resources area, including, but not limited to the following:

- Employee benefits plans
- Employee compensation
- Recruitment practices
- General personnel policies
- Training and development programs
- Personnel information systems

(b) Transacting any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have, authority to issue is 50,000; each share shall have a par value of \$1.00.

ARTICLE V

Provisions for the regulation of the internal affairs of the corporation are as shall be set forth in the bylaws of the corporation as from time to time adopted or amended.

ARTICLE VI

The address of the initial registered office of the corporation is 775 North 8th Street, Suite 109, Boise, Idaho, and the name of its initial registered agent at such address is David E. Ripley.

ARTICLE VII

The number of directors constituting the board of directors of the corporation shall be not less than three, and the names and addresses of the persons who shall serve as the initial board of directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

David E. Ripley	1020 Harrison Blvd., Boise, Idaho 83702
Julie Ripley	1020 Harrison Blvd., Boise, Idaho 82702
W. Anthony Park	P.O. Box 2898, Boise, Idaho 83701

ARTICLE VIII

The name and address of each incorporator is:

David E. Ripley	1020 Harrison Blvd., Boise, Idaho 83702
Julie Ripley	1020 Harrison Blvd., Boise, Idaho 82702

DATED This 19th day of February, 1987.



DAVID E. RIPLEY

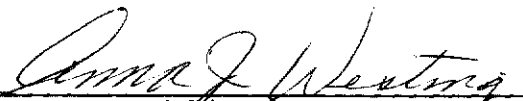


JULIE RIPLEY

STATE OF IDAHO)
) ss:
County of Ada)

On this 19th day of February, 1987, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID E. RIPLEY and JULIE RIPLEY, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 10-17-91