

CERTIFICATE OF INCORPORATION  
OF

WADSWORTH ENTERPRISES, 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 13, 1989



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*Elizabeth M. Spala*

RECEIVED  
SEC. OF STATE

ARTICLES OF INCORPORATION  
OF

WADSWORTH ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, 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

WADSWORTH ENTERPRISES, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100,000. Such shares are to consist of one class only. The par value of each of such shares shall be \$1.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive 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 stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 305 McKinley Avenue, Kellogg, Idaho

The name of the corporation's initial registered agent at such address is: Lois E. Wadsworth

EIGHTH

The number of directors constituting the initial Board of Directors is: 4 (four)

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

NAME: Dan L. Wadsworth Pres.

ADDRESS: 305 McKinley Ave., Kellogg, Idaho

NAME: Craig D. Wadsworth, Vice President  
305 McKinley Avenue  
Kellogg, Idaho 83837

NAME: Nancy L. Wadsworth, Secretary  
305 McKinley Avenue  
Kellogg, Idaho 83837

NAME: Marvin E. Wadsworth  
Rt 2, Box 262  
St. Maries, Idaho 83861

#### NINTH

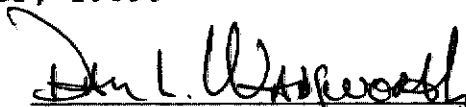
Then names and addresses of all incorporators are:


NAME: Dan L. Wadsworth  
305 McKinley Avenue  
Kellogg, IDaho 83837

NAME: Craig D. Wadsworth  
305 McKinley Avenue  
Kellogg, Idaho 83837

NAME: Nancy L. Wadsworth  
305 McKinley Avenue  
Kellogg, Idaho 83837

IN WITNESS WHEREOF, we have hereunto set our hands and seals  
this 10th day of October, 1989.

  
Dan L. Wadsworth, President

  
Craig D. Wadsworth, Vice President

  
Nancy L. Wadsworth, Secretary-Treasurer

STATE OF IDAHO       )  
County of Kootenai)   SS.

On this 10th day of October, 1989, before me, the  
undersigned, a Notary Public in and for said state, personally  
appeared

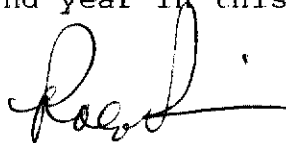
Dan L. Wadsworth

Craig D. Wadsworth

Nancy L. Wadsworth

known to me to be the persons whose names are subscribed to the  
within and foregoing instrument, and acknowledged to me that  
they executed the same, and that they were persons of lawful  
age and citizens of the United States of America.

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



Ralph J. Lincoln  
Notary Public for Idaho  
Residing at Hayden Lake  
My Commission expires on 10/19/91