



CERTIFICATE OF INCORPORATION
OF

H & W GROUP, 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 _____

H & W GROUP, 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 25, 1983*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

MAY 25 8 20 AM '83
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
H & W GROUP, INC.

THE UNDERSIGNED, acting as the incorporators of the corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is H & W GROUP, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is the transaction of any and all lawful acts or activities for which a corporation may be organized under Idaho Code 30-1-3 of the Idaho Business Corporation Act of the State of Idaho as the same now exists or is hereinafter amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED SHARES (100) having no par value.

FIFTH: Provisions denying preemptive rights are: NONE.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be

provided by the By-Laws of the corporation including provisions for the restrictions on the transfer of shares as provided in the Idaho Business Corporation Act Section 30-1-3(a).

SEVENTH: The address of the initial registered office of the corporation is 429 North 9th, Montpelier, Idaho, and the name of its initial registered agent at such address is JERRY WATSON.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Jerry Watson, 429 North 9th, Montpelier, Idaho

Jerry Hunzeker, Route #1, Montpelier, Idaho

NINTH: The names and addresses of the incorporators are:

Jerry Watson, 429 North 9th, Montpelier, Idaho

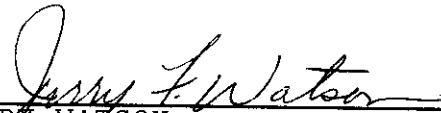
Jerry Hunzeker, Route #1, Montpelier, Idaho

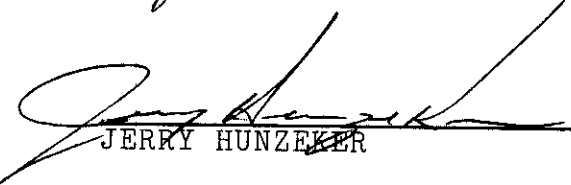
TENTH: The corporation reserves the right to amend, alter or repeal any provisions herein contained in the manner now or hereafter subscribed in the statutes of the State of Idaho and all rights and powers conferred herein are granted subject to this reservation.

ELEVENTH: Any director and/or officer shall be indemnified of all liabilities (civil and criminal) incurred in relation to their duties including all reasonable expenses of defense, except to the extent that they shall have been finally adjudged to be liable for intentional misconduct in

the matter out of which the liability arises.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record these Articles and certify that the facts therein stated are true and have herewith set our hands and seals this 23rd day of May, 1983.


JERRY WATSON


JERRY HUNZEKER