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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

BRIAN POOLEY ENTERPRISES, INC.

The undersigned, acting as incorporator of BRIAN POOLEY ENTERPRISES, INC., a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Brian Pooley Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act and as such may be amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is five thousand (5,000) shares of common stock of a par value of \$1.00 per share, an aggregate total capital of FIVE THOUSAND AND NO/100 DOLLARS (\$5,000.00).

FIFTH: Provisions denying preemptive rights are: There are no preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall set the number of and qualifications of Directors and Officers and shall set forth any restrictions, if any, on the transfer of shares.

SEVENTH: The address of the initial registered office of the corporation is 1718 S. Curtis Road, Boise, Idaho 83705 and the name of its initial registered agent at such address is Brian Pooley.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is as set forth in the By-Laws, and the names 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:

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NAME

ADDRESS

Brian Pooley

1718 S. Curtis Road
Boise, Idaho 83705

NINTH: The name and address of the incorporator is:


NAME

ADDRESS

Brian Pooley

1718 S. Curtis Road
Boise, Idaho 83705

DATED this 12 day of December, 1997.



Brian Pooley

STATE OF IDAHO)

) ss:

County of Ada)

On this 12 day of December, 1997, before me, the undersigned, a Notary Public in and for said State, personally appeared Brian Pooley, known 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.

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



Rita K. Boala

NOTARY PUBLIC for Idaho

Residing at Boise, Idaho

My Commission Expires: 12/12/97