

State of Idaho

Department of State

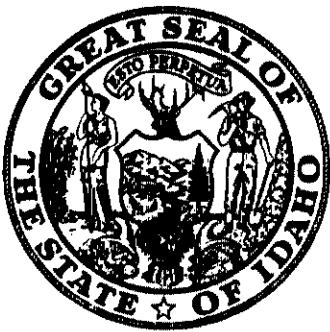
CERTIFICATE OF INCORPORATION OF

THE WILKINSON COMPANY, 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: January 7, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *Ava Seike*

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ARTICLES OF INCORPORATION
OF
THE WILKINSON COMPANY, INC.

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The undersigned, acting as incorporator of a Corporation, under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME

The name of the Corporation is The Wilkinson Company, Inc.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III.

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE IV.

SHARES

The total authorized stock of the Corporation is ten thousand (10,000) shares of common stock, having a par value of \$1.00 per share.

ARTICLE V

NON-CUMULATIVE VOTING

The shareholders shall not have the right of cumulative voting

as provided by Idaho Code §30-1-33(d).

ARTICLE VI

PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have no preemptive right, by virtue of Idaho Code §30-1-26, to buy, purchase or acquire stock issued or to be issued by the Corporation.

ARTICLE VII

REGISTERED OFFICE

The address of the initial registered office is 816 Sherman Ave., Coeur d'Alene, Idaho 83814. The initial registered agent at that address is Janet D. Robnett.

ARTICLE VIII

DIRECTORS

The initial board of directors shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

Name	Address
J. Nick Teets	31011 Agoura Road Westlake Village, CA 91361
John E. Teets	31011 Agoura Road Westlake Village, CA 91361
Bart M. Hackley	c/o Hackley & Ormsby 32107 Lindero Canyon Road Suite 222 Westlake Village, CA 91361

ARTICLE IX

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the

board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulations and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

ARTICLE XI

INCORPORATOR

The names and business address of the incorporator is as follows:

Name	Address
J. Nick Teets	31011 Agoura Road Westlake Village, CA 91361

IN WITNESS WHEREOF, the undersigned incorporator of the above-named Corporation, has hereunto signed these Articles of Incorporation on this 22nd day of December, 1993.



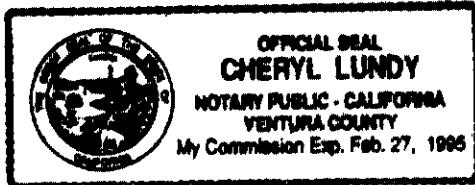
J. Nick Teets

STATE OF CALIFORNIA)
: ss.
County of VENTURA)

On this 22nd day of December, 1993, before me CHERYL LUNDY,
the undersigned Notary Public, personally appeared J. Nick Teets,
known or identified to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he executed
the same.

(SEAL)

Cheryl Lundy
Notary Public for California
Residing at 32111 Agoura Rd. W.L.V
Commission Expires: 2/27/95



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