

CERTIFICATE OF INCORPORATION
OF

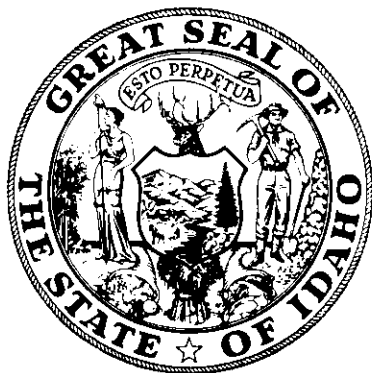
GEM STATE INTERNATIONAL TRUST, INC.

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 GEM STATE INTERNATIONAL TRUST, 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: **June 7, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

THE ARTICLES OF INCORPORATION
OF
~~SECRET~~ OF
GEM STATE INTERNATIONAL TRUST, INC.

The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE. Name. The name of the corporation is Gem State International Trust, Inc.

ARTICLE TWO. Purposes. The corporation is formed for the following purposes:

1. To subscribe for, purchase, or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, deeds of trust, debentures, notes, land trust, certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest, or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; and to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchasing, or selling syndicate or group and otherwise to take part in and assist, in any legal matter, by guaranty or otherwise, the purchase, sale, or distribution of any such securities.

2. To engage in the business of the accumulation and lending of money, by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various borrowers upon such personal security or security of personal property as may be agreed upon between the corporation and borrowers, and by re-lending in like manner the funds arising from such loans when paid; but the corporation shall not have banking or discounting privileges.

3. To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

4. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

5. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified by statute and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers,

but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE THREE. Duration. The period of duration of the corporation is perpetual.

ARTICLE FOUR. Registered Office and Registered Agent. The address of the corporation is 21 North State Street, City of Preston, County of Franklin, State of Idaho, 83263. The name of the corporation's registered agent at such address is:

Dallin J. Reese

ARTICLE FIVE. Stock. The total authorized number of shares is 1,000; such shares shall be without par value.

ARTICLE SIX. Preemptive Rights. Unless otherwise determined by the Board of Directors, any increase in common stock herein provided shall be offered pro rata to the common stockholders in relation to their then present holdings.

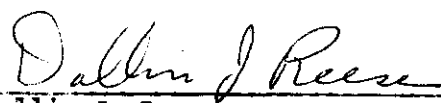
ARTICLE SEVEN. Directors. The number of directors constituting the initial board of directors is five and names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Dallin J. Reese	Rt.#2, Box 2640 Burley, Idaho 83318
Homer E. Johnson	Rt.#1, Box 19 Mica, WA 99023
Louis A. Bartley	10521 Fox Road N.W. Gig Harbor, WA 98355
Willard E. Reese	P. O. Box 630, Kelso, WA 98626
Lee S. Morgan	P. O. Box 75, Rt.2 Hazelton, Idaho 83335

ARTICLE EIGHT. Incorporators. The name and address of each incorporator is:

Dallin J. Reese	Rt.2, Box 2640 Burley, Idaho 83318
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EXECUTED in duplicate on this 7th day of June, 1984.


Dallin J. Reese