

CERTIFICATE OF INCORPORATION
OF

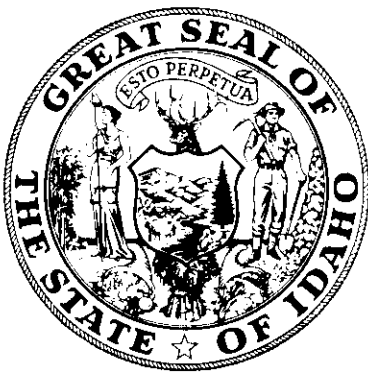
UNITED FINANCING CORPORATION

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 UNITED FINANCING 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: **December 12, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

UNITED FINANCING CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of full age and citizens of the United States of America and residents of the State of Idaho, do hereby voluntarily associate ourselves together for the purpose of forming a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of the State of Idaho, and do hereby certify as follows:

ARTICLE ONE

NAME

That the name of said corporation is UNITED FINANCING CORPORATION.

ARTICLE TWO

PURPOSES

That the purposes for which this corporation is formed are as follows:

To engage in the financial brokerage business or any other business permitted under the laws of the United States of America.

To own, rent, lease or maintain any building or buildings necessary for the housing and carrying on the purposes of said corporation;

To own, rent, lease or maintain any and all personal property incidental to the carrying on of the purposes of said corporation;

To deal in its own corporate stock, borrow money, contract debts, make contracts and to exercise any and all such powers as a natural person can lawfully make, do, perform or exercise, which may be expedient, necessary or convenient for the accomplishment of any of its objectives or purposes, provided the same shall not be inconsistent with the laws of the State of Idaho, and that the end enumeration of such purposes or powers shall not be deemed conclusive. Said corporation is awarded all the powers and privileges granted under the laws of the State of Idaho.

ARTICLE THREE

DURATION

That this corporation shall have perpetual existence.

ARTICLE FOUR

LOCATION

That the location and post office address of the office of the corporation is P.O. Box 2538, Horizon Building, Suite 265, Pocatello, Idaho 83201, or as determined from time to time by the Board of Directors.

ARTICLE FIVE
AUTHORIZED STOCK

That the total authorized number of par value shares is 5,000 shares of common stock of the par value of \$10.00 per share. Each share of stock is equal to any other and entitle the holder thereof to one (1) vote for each share of stock held by the stockholder. The total aggregate value of the authorized shares is \$50,000.00.

Shares in the corporation may be transferred to the corporation, to any other stockholders in the corporation, or to third persons, but any sale or other transfer to a shareholder or third person must be approved in advance by the owners of not less than sixty-seven percent (67%) of the outstanding shares.

Transfer of shares may be further limited by the provisions of a Buy-Sell Agreement or Stock Redemption Plan as hereafter entered into by the incorporators.

ARTICLE SIX
INCORPORATORS - INITIAL DIRECTORS

That the names and post office addresses of the incorporators, who shall constitute the initial Board of Directors until their successors be elected and qualify, are:

JOHN L. NORTON
449 Park Ave.
Pocatello, ID 83201

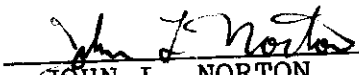
JAMES H. GERARD
P.O. Box 69
Terreton, ID 83450

JAMES C. GERARD
515 W. Benton
Pocatello, ID 83201


ARTICLE SEVEN
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office shall be P.O. Box 2538, Horizon Building, Suite 265, Pocatello, Idaho, 83201, and the name of its initial registered agent at such address is JOHN L. NORTON.


IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of October, 1983.



JOHN L. NORTON



JAMES H. GERARD




JAMES C. GERARD

STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)

On this 7 day of October, 1983, before me a Notary Public in and for said County and State, personally appeared JOHN L. NORTON, JAMES H. GERARD and JAMES C. GERARD, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

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



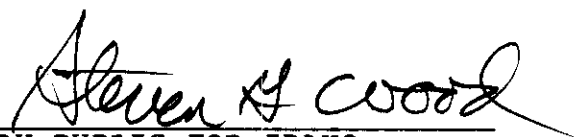
NOTARY PUBLIC FOR IDAHO
RESIDING AT POCA TELLO, IDAHO

(SEAL)

STATE OF IDAHO)
) ss
COUNTY OF BANNOCK)

On this 8 day of October, 1983, before me, a Notary Public in and for said County and State, personally appeared James H. Gerard, known to me to be the person whose name is subscribed to the 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 in this certificate first above written.



NOTARY PUBLIC FOR IDAHO
RESIDING AT POCA TELLO, IDAHO

(SEAL)