ID:1-916-649-9933

APR 18'05

12:39 No.005 P.02

FILED EFFECTIVE

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SECRETARY OF STATE STATE OF IDAHO

### AMENDED AND RESTATED

## ARTICLES OF INCORPORATION OF

#### NRS CORPORATION

NRS Corporation, a corporation organized and existing under the laws of the State of Idaho (the "Corporation"), certifies that:

- A. The name of the Corporation is NRS Corporation
- B. The Amended and Restated Articles of Incorporation were duly adopted in accordance with Title 30, Chapter 1, Idaho Code, and restates, integrates and further amends the provisions of the Corporation's Articles of Incorporation.
- C. The text of the Articles of Incorporation is amended and restated to read as set forth in EXHIBIT A attached hereto.

IN WITNESS WHEREOF, NRS Corporation has caused this Amended and Restated Articles of Incorporation to be signed by a duly authorized officer of the Corporation, on April 13 \_\_\_\_\_\_, 2005.

Name: Chris Huber
Title: CFO

C:WiPorthPALIB2/DAM/3047013\_1.DOC

IDAHO SECRETARY OF STATE

04/19/2005 05:00

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CSC

# EXHIBIT A

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NRS CORPORATION

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation amends and restates its Articles of Incorporation.

#### ARTICLE 1

The name of the Corporation is NRS Corporation. (the "Company").

## **ARTICLE 2**

The address of the Company's registered office in the State of Idaho is 50 Northwest Boulevard, #202, Coeur d'Alene, Idaho 83814. The name of its registered agent at such address is

## ARTICLE 3

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under Title 30, Chapter 1 of the Idaho Code as the same exists or may hereafter be

## ARTICLE 4

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 1,000.

#### ARTICLE 5

The name and mailing address of the incorporator are as follows:

Albert J. Martinez 700 Ironwood Drive Cocur d'Alenc, Idaho 83814

#### ARTICLE 6

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company. CSC

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### ARTICLE 7

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

### ARTICLE 8

To the fullest extent permitted by Title 30, Chapter 1, Idaho Code, or any other applicable law, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director.

The corporation shall indemnify and hold harmless, to the fullest extent permitted by Title 30, Chapter 1, Idaho Code, or any other applicable law, as the same exists or may hereafter be amended, any director or officer of the Company who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify and hold harmless, to the extent permitted by Title 30, Chapter 1, Idaho Code, or any other applicable law, as the same exists or may hereafter be amended, any employee or agent of the Company who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of these Amended and Restated Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE 9

Except as provided in Article 8 above, the Company reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation,

in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.