

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

THE "A" TEAM 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: May 20, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

By *Jamie Chadwick*

CERTIFICATE OF INCORPORATION

of

The "A" Team INC.

A CLOSE CORPORATION

RECEIVED
SEC. OF STATE

32 MAY 20 AM 8 53
FIRST: The name of this corporation is The "A" Team 32 MAY 13 AM 8 19 .

SECOND: Its registered office in the State of Idaho is to be located at
1626 Hastings, Coeur d'Alene, ID 83814

County of Kootenai. The registered agent in charge thereof
is Karyl Jorgenson address is same as above.

THIRD: The nature of the business and the objects and purposes proposed to
be transacted, promoted and carried on, are to engage in any lawful act or activity
for which corporations may be organized under the General Corporation Law of
Idaho.

FOURTH: The amount of total authorized capital stock of the corporation
is divided into:

One Thousand (1000) shares of Non-par value stock.

FIFTH: The name and mailing address of the incorporator is:

Frank E. Bissell
1314 Locust Ave.
Coeur d'Alene, ID 83814

SIXTH: The powers of the incorporator are to terminate upon filing of the
Certificate of Incorporation, and the name(s) and mailing address(es) of the
persons who are to serve as director(s) until the first annual meeting of stock-
holders or until their successors are elected are as follows:

Frank E. Bissell
1314 Locust Ave.
Coeur d'Alene, ID 83814

Joseph F. Hickman
908 N. 19th St.
Coeur d'Alene, ID 83814

Karyl Jorgenson
1626 Hastings
Coeur d'Alene, ID 83814

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares,
shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the
following restriction on transfer permitted by Section 202 of the General
Corporation Law.

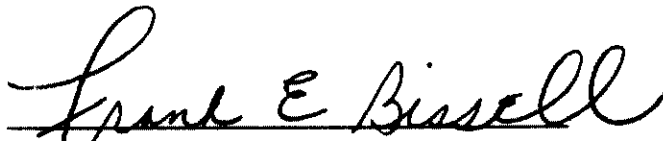
Each stockholder shall offer to the Corporation or to other stockholders
of the corporation a thirty (30) day "first refusal" option to purchase his stock
should he elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any
class which would constitute a "public offering" within the meaning of the
United States Securities Act of 1933, as it may be amended from time to time.

TENTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, **THE UNDERSIGNED**, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate, and do certify that the facts herein state are true; and I have accordingly hereunto set my hand.

DATED AT: May 11, 1992



Frank E. Bissell
Chief Executive Officer



Joseph F. Hickman
Executive Vice President



Karyl Jorgenson
Chief Financial Officer