

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

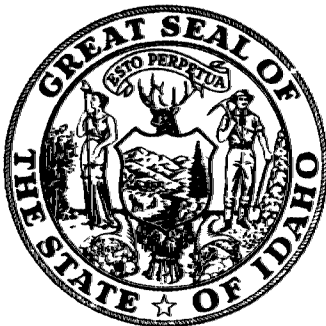
MCALLISTER AND ASSOCIATES, INC.

File number C 108170

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: November 1, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seitel*

ARTICLES OF INCORPORATION

1. The name of the corporation is: **McALLISTER AND ASSOCIATES, INC.**
2. The period of its duration is perpetual.
3. Its purpose is to transact all business not forbidden by law.
4. It shall have authority to issue one thousand (1000) shares, all of one class, without par value.

5. The address of its initial registered office is:

802 West Bannock, Suite 206, Boise, Idaho 83702.

The name of its initial registered agent at such address is: Robert B.Hoffman

6. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that and of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of, such other corporation and director individually, or any firm of which a director may be a member, may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm as is so interested shall be disclosed or shall have been known to the Board of Directors; and, any director of the corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize

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any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

7. The number of directors constituting its initial Board of Directors is one, whose name and address is:

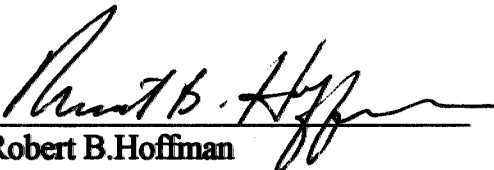
Robert B.Hoffman
802 West Bannock, Suite 206
Boise, Idaho 83702

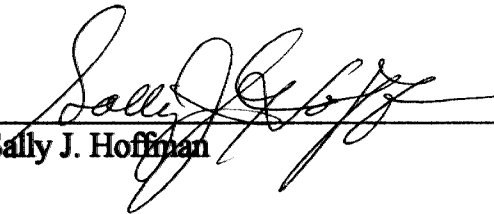
8. The name and address of each incorporator is:

Robert B.Hoffman
802 West Bannock, Suite 206
Boise, Idaho 83702

Sally J. Hoffman
802 West Bannock, Suite 206
Boise, Idaho 83702

DATED this 21 day of October, 1994.


Robert B.Hoffman


Sally J. Hoffman