

Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

WM. L. CROWLEY & ASSOCIATES, INC.
a corporation duly organized and existing under the laws of Delaware has fully
complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502,
Idaho Code, by filing in this office on the 20th day of December
19 76 , a properly authenticated copy of its articles of incorporation, and on the
day of 19 , a designation of in
the County of as statutory agent for said corporation within the State of
Idaho, upon whom process issued by authority of, or under any law of this State, may be
served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the
State of Idaho, relating to corporations not created under the laws of the State, as contained
in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a cor-
poration in Idaho, having the same rights and privileges, and being subject to the same
laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State. Done at Boise City, the Capital of Idaho,
this 20th day of December ,
A.D., 19 76 .

Pete T. Cenarrusa
Secretary of State

Corporation Clerk



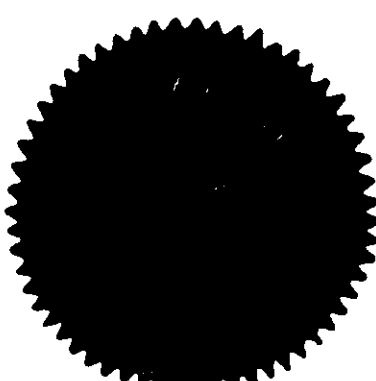
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State of DELAWARE

Office of SECRETARY OF STATE

I, Robert H. Reed, Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of Certificate of Incorporation of the "Wm. L. Crowley & Associates, Inc." (A Close Corporation), as received and filed in this office the nineteenth day of October, A.D. 1976, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* nineteenth *day of* October *in the year of our Lord one thousand nine hundred and* seventy-six.



Robert H. Reed

Robert H. Reed

Secretary of State

CERTIFICATE OF INCORPORATION

of

Wm. L. Crowley & Associates, Inc.

A CLOSE CORPORATION

FIRST. The name of this Corporation is Wm. L. Crowley & Associates, Inc.

SECOND. Its registered office in the State of Delaware is to be located at _____

1300 Market St., City of WilmingtonCounty of New Castle The registered agent in charge thereof is _____The Company Corporation

_____ address "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 Delaware.

FOURTH. The amount of total authorized capital stock of the corporation is divided into 1,000 shares of no-par value
par value.

FIFTH. The name and mailing address of the incorporator is as follows:

FRANCES WHITE, 1300 Market St., Wilmington, DE 19801

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing addresses of the persons who are to serve as managing stockholder(s) until successors are elected and qualify, are as follows:

Name and address of stockholder(s)

William Lee Crowley, Jr. 8810 Brynwood, Boise, ID Fill in name(s)
Sharon Rosalie Crowley 8810 Brynwood, Boise, ID and address(es)

SEVENTH. All of the corporations 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.

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

DATED AT: 10-18-76Frances White