

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRIMA, INC.

File number C 106932

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: July 11, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siebel*

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SECRETARY OF STATE

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FIRST - NAME:

SECOND - DURATION:

THIRD - PURPOSE AND POWERS:

FOURTH - SHARES:

FIFTH - PREEMPTIVE AND PREFERENTIAL RIGHTS:

ARTICLES OF INCORPORATION OF PRIMA, INC. - 1

SIXTH - INITIAL REGISTERED OFFICE AND AGENT:

The address of the initial registered office of the corporation and its registered agent is as follows:

Registered Office: 2418 North 20th Street
Boise, Idaho 83702

Registered Agent: Mike Mikesell

SEVENTH - DIRECTOR(S):

The number of Directors of the corporation shall be as specified from time to time in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of Directors shall be two (2), who shall serve until such Directors' successor is hereafter elected and qualified, and who shall be:

<u>Director's Name</u>	<u>Address</u>
Mike Mikesell	2418 North 20th Street Boise, ID 83702
Glenn Fiertl	1109 E. Jefferson Boise, Idaho 83712

EIGHTH - INCORPORATOR:

The name and address of the incorporator is as follows:

<u>Incorporator's Name</u>	<u>Address</u>
Mike Mikesell	2418 North 20th Street Boise, ID 83702

NINTH - OTHER PROVISIONS:

9.1 Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in,

any contract or transaction of the corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the corporation who is also a director 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 any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

9.2 Shareholder Liability. Without in any way limiting the provisions of Idaho law, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, the shares of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the share of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

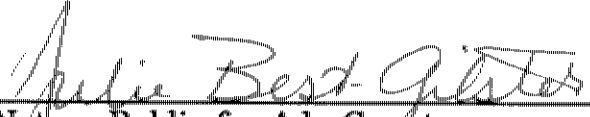
IN WITNESS WHEREOF, I have hereunto set my hand hereto effective as of the _____ day of July, 1994.


MIKE MIKESELL, Incorporator

STATE OF IDAHO)
) ss.
County of Ada)

On this _____ day of July, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared MIKE MIKESELL known or identified to me to be the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation 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 Ada County
Residing at Boise, Idaho
My commission expires: 4-21-95

