



CERTIFICATE OF INCORPORATION
OF

G. W. GRANT ASSOCIATES, INC.

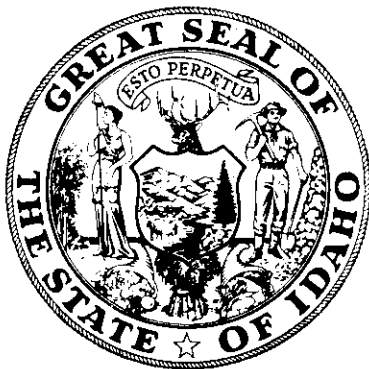
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

G. W. GRANT ASSOCIATES, INC.

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: **August 31, 1983**



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION OF

G. W. GRANT ASSOCIATES, INC.

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SECRETARY OF
STATE

I

The undersigned, acting as the incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation. The name of the corporation shall be G. W. Grant Associates, Inc.

II

The period of its duration is perpetual.

III

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

IV

The corporation shall have authority to issue 250,000 common shares with no par value.

V

The right to transfer shares of the corporation shall be restricted in that no share shall be transferred without the express consent of a majority of the directors, to be signified by a resolution passed by the board.

VI

The corporation may purchase any of its common shares in accordance with and subject to the provisions of the Idaho Business Corporation Act.

VII

The number of shareholders of the corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the corporation, is

limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

VIII

Any invitation to the public to subscribe for securities of the corporation is prohibited.

IX

The number of directors constituting its initial board of directors is two, whose names and addresses are:

Gerald Wallace Grant and Patricia Rose Grant, both of
6 Monarch Park Avenue
Toronto, Ontario, Canada M4J 4P8

X

The name and address of the incorporator of this corporation is: G. W. Grant Associates, Inc., a Canadian corporation duly licensed in the province of Ontario, the address of which is: Suite 6200, First Canadian Place, Toronto, Ontario M5X 1A4.

XI

The address of the initial registered office of the corporation is 737 North 7th Street, Boise, Idaho 83702, and the name of its initial registered agent at such address is Barry Marcus,

G. W. GRANT ASSOCIATES, INC.

By G. W. Grant
Gerald W. Grant, President