

# State of Idaho

## Department of State.

### CERTIFICATE OF INCORPORATION OF

CONSULTING ENTERPRISES, 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 CONSULTING ENTERPRISES, 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.

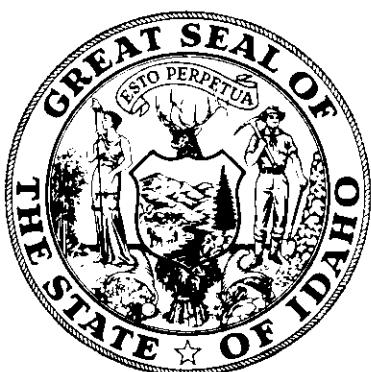
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 31, 1984



SECRETARY OF STATE

by: \_\_\_\_\_



ARTICLES OF INCORPORATION

OF JAN 31 PM 4 27

CONSULTING ENTERPRISES, INC.

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a coporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

That the name of the corporation is Consulting Enterprises, Inc.

ARTICLE II

The corporation is to have a perpetual existence.

ARTICLE III

The purposes for which the corporation is organized are as follows:

For any lawful purpose or purposes permitted by law.

ARTICLE IV

The corporation shall have authority to issue ten thousand (10,000) shares, all such shares to be of one (1) class of common stock, and are to be of a par value of One Dollar (\$1).

ARTICLE V

The private property of the stockholders of the

corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

#### ARTICLE VI

The number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws.

#### ARTICLE VII

Stockholders of the corporation shall have pre-emptive preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and any obligations issued by the corporation shall first be offered to the stockholders of the corporation.

#### ARTICLE VIII

The address of the initial registered office of the corporation shall be 1611 Broadway Avenue, Boise, Idaho, 83706, and the name of the registered agent at such address shall be Louis W. Schiele.

#### ARTICLE IX

The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successor or successors shall be elected and qualify shall be as follows:

Louis W. Schiele  
421 South Curtis  
Boise, ID 83705

Marcella Schiele  
421 South Curtis  
Boise, ID 83705

ARTICLE X

The name and post office address of the incorporator is  
as follows:

Louis W. Schiele  
421 South Curtis  
Boise, ID 83705

DATED this 31 day of January, 1984.

Louis W. Schiele  
Louis W. Schiele

STATE OF IDAHO )  
                  )ss  
County of Ada )

On this 31st day of January, 1984, before me, the  
undersigned, a Notary Public in and for said State, personally  
appeared LOUIS W. SCHIELE, known to me to be the person whose name  
is subscribed to the within instrument, and acknowledged to me  
that he 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.

Robert J. Elgar  
Notary public for Idaho  
Residing at Boise, Idaho  
Commission Expires: 21/87