

CERTIFICATE OF INCORPORATION  
OF

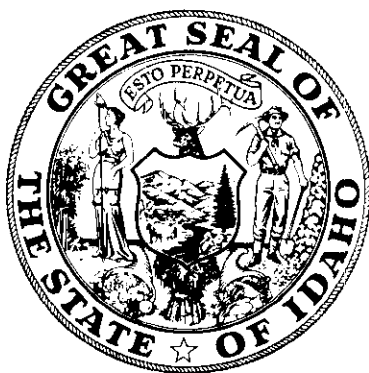
H-LEE, INC.

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 \_\_\_\_\_  
H-LEE, 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 18, 1982



SECRETARY OF STATE

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

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, citizens of the United States of America, all over the age of eighteen years, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, and we certify in writing:

I.

That the name of the corporation shall be M-LEE, INC.

II.

That the purpose for which said corporation is formed is to engage in the operation of a Bookkeeping Service using a style, system, and method of operation to be developed by the officers and stockholders of the corporation or other persons; to sell or purchase its own stock, or to sell and purchase the corporate stock of any other corporation; to take, own, and hold mortgages, trust deeds or other liens; to own real and personal property and to dispose of same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind and with any person, firm, association or corporation, municipality, State Government or colony or dependency thereof, and without limit as to amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, bills of sale, bulk sale, bulk sales agreements, warrants and other negotiable or transferable instruments, and to secure the same by mortgage, trust deed, chattel or otherwise, so far as may be permitted by laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purposes for which this corporation is organized and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the time of the issuance of a certificate of incorporation to these incorporators.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal office and place of business of said corporation is the City of Pocatello, County of Bannock, State of Idaho.

V.

That the number of directors of said corporation shall be not less than two (2), nor more than 5 (five).

VI.

That the President and Secretary-Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or local laws.

VII.

That the amount of total authorized capital stock is \$10,000.00; of said stock, the entire authorization shall be 100 shares common stock of the par value of \$100.00 per share.

VIII.

The amount of capital stock of said corporation which has been actually subscribed is one hundred (100) shares of common stock. The following are the names of the subscribers, their addresses and the number in par value of shares subscribed for by each:

NAME	SHARES	PAR VALUE:
Margaret L. Marshall	10	\$1,000.00
Glen S. Marshall	1	100.00
Treasury	89	8,900.00

IX.

That the legal Idaho resident agent is designated as Margaret L. Marshall, 533 University Drive, Pocatello, Idaho. The Directors of the corporation are: Margaret L. Marshall and Glen S. Marshall.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 14th day of January, 1982.

NAME

RESIDENCE:

Margaret L. Marshall  
Margaret L. Marshall- President &  
Director

Pocatello, Idaho

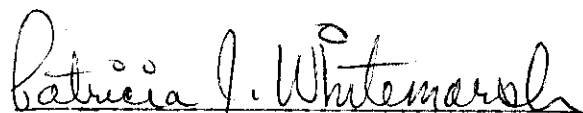
Glen S. Marshall  
Glen S. Marshall- Sec./Treas. &  
Director

Pocatello, Idaho

STATE OF IDAHO        )  
                              ) ss:  
County of Bannock    )

On this 14th day of January, 1982, before me, the undersigned, a Notary Public in and for said county and State, personally appeared Margaret L. Marshall and Glen S. Marshall, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they 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 Idaho

Residing at: Pocatello, Idaho

Commission expires: June, 1986