



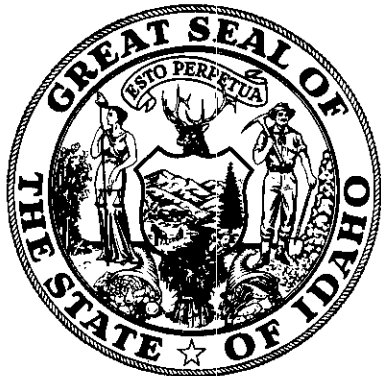
CERTIFICATE OF INCORPORATION
OF

HOME HELPERS, 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 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: December 19, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

HOME HELPERS, INC.

The undersigned natural person being of legal age, acting as incorporator under the provisions of the Idaho Business Corporations Act adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is Home Helpers, Inc.

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

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

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation shall be divided into 100,000 shares of non assessable, no par value stock and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

ARTICLE V

PREEMPTIVE RIGHTS

After the first six shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers or employees pursuant to an employment plan approved by the affirmative vote of the holders of 66 2/3% of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI

SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS

6.1. Code of By-Laws The initial code of by-laws of this corporation shall be adopted by the directors. The power to amend or repeal the by-laws or to adopt a new code of by-laws shall be in the shareholders, but the affirmative vote of the holders of

66 2/3% of the shares outstanding shall be necessary to exercise the power. The by-laws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2. Amendment of Articles The Articles of Incorporation can be amended only upon the affirmative vote of the holders of 66 2/3% of the total shares of the corporation.

6.3. Quorum In all cases where a quorum of shareholders is required by statute or bylaw, the holders of 50% of the total shares of the corporation entitled to vote must be present to constitute a quorum.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 415 West 100 North, Blackfoot, Idaho 83221. The name of the initial registered agent at that office is Jana Lynn Yates.

ARTICLE VIII

BOARD OF DIRECTORS

The initial board of directors shall consist of the following: two directors who shall serve as the directors of the corporation until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

Nolan A. Yates	415 West 100 North Blackfoot, Idaho 83221
Jana Lynn Yates	415 West 100 North Blackfoot, Idaho 83221

INCORPORATORS

Nolan A. Yates 415 West 100 North
Blackfoot, Idaho 83221


Nolan A. Yates

IN WITNESS WHEREOF, I have hereunto set my hand and af-
fixed my official seal the day and year in this certificate first
above written.

Notary Public for State of Idaho
Residing at Idaho Falls, Idaho
My Commission expires: 1-2-86