

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

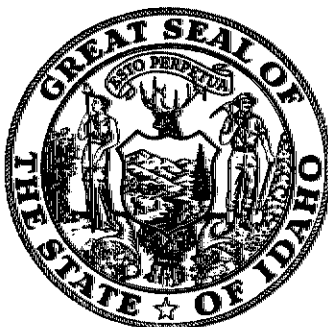
RESIDUAL HOLDINGS, INC.

File number C 111816

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: August 25, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *L. Dumas*

ARTICLES OF INCORPORATION

RESIDUAL HOLDINGS, INC.

SECRETARY OF STATE
STATE OF IDAHO

I.

Name. The name of this corporation is Residual Holdings, Inc..

II.

Duration. The period of duration of the corporation shall be perpetual.

III.

Purpose. 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 Corporations Act.

IV.

Shares. The corporation is authorized to issue 1,000 shares of common stock. All of such shares are without par value. The corporation is not authorized to issue any other classes of shares.

V.

Agent. This corporation's initial registered office and agent for service of process is:

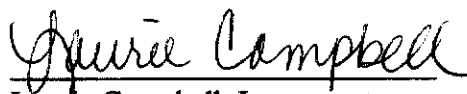
Donna Watson
304 Juniper Street
Sun Valley, Idaho 83354

VI.

Initial Directors. The corporation's initial board of directors shall be comprised of one director, identified below, who shall serve until the first annual meeting of the shareholders or until his successor is elected and qualified:

Donna Watson
304 Juniper Street
Sun Valley, Idaho 83354

August 24 1995


Laurie Campbell, Incorporator
c/o Cummins & White
2424 S.E. Bristol Street, Suite 300
Newport Beach, California 92660

IDAHO SECRETARY OF STATE

8/25/95 9:00:00 AM
Customer # 49050
IVC960010348 16384

CORPORATION PROFIT

1 @ 100.00 = 100.00