

ORIGINAL

ARTICLES OF INCORPORATION

OF

EMPLOYERS RESOURCE MANAGEMENT COMPANY
(an Idaho corporation)

FIRST ARTICLE

The name of the Corporation is EMPLOYERS RESOURCE MANAGEMENT COMPANY.

SECOND ARTICLE

The period of its duration is perpetual.

THIRD ARTICLE

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

FOURTH ARTICLE

The Corporation shall have the authority to issue two classes of stock, the rights and benefits of each class being the same and differing only in voting rights. The Corporation shall have the authority to issue 1,000,000 shares of Class A non-voting, no par value, common capital stock of the Corporation. The Corporation shall have the authority to issue 1,000,000 shares of Class B voting, no par value, common capital stock of the Corporation. The rights of the holders of Class A stock and Class B stock to participate in dividend distributions, distributions on liquidation, and/or any other distributions to shareholders shall be identical, the only difference between the two class of stock being the rights to participate in voting. The holders of Class A stock shall have no right to vote their shares except as may otherwise be required by the Idaho Business Corporations Act. The holders of Class B stock shall have the right to vote their shares on all matters submitted to a vote of the shareholders on which shareholders have a right to vote pursuant to these Amended and Restated Articles or the Bylaws of the Corporation, and/or any matters on which shareholders have a right to vote pursuant to the Idaho Business Corporations Act.

FIFTH ARTICLE

The location of the registered office of the Corporation is 1301 S. Vista Ave. Suite 200, Boise ID 83705, and the name of its registered agent at such address is Douglas W. Gersema. Douglas W. Gersema is also the incorporator of the Corporation.

SIXTH ARTICLE

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the Corporation's Class B Stock.

IDAH0 SECRETARY OF STATE
04/21/2004 05:00
CK: 91468 CT: 20168 BH: 740591
1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C154274

SEVENTH ARTICLE

No director shall have any liability to the Corporation or any shareholder for money damages for any action taken, or any failure to take action, as a director, except for liability for:

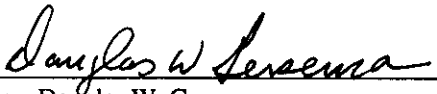
1. The amount of a financial benefit received by a director to which he is not entitled;
2. An intentional infliction of harm on the Corporation or the shareholders;
3. A violation of § 30-1-833, Idaho Code, or;
4. An intentional violation of criminal law.

EIGHTH ARTICLE

The corporation shall indemnify each director from and against any obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding, to any person for any action taken, or failure to take any action, as a director, except liability for:

1. Receipt of a financial benefit to which he is not entitled;
2. An intentional infliction of harm on the corporation of its shareholders;
3. A violation of § 30-1-833, Idaho Code, or;
4. An intentional violation of criminal law.

DATED this 30th day of January, 2004.

By: 
Name: Douglas W. Gersema
Title: Secretary