



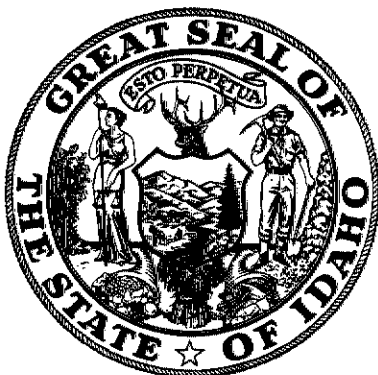
**CERTIFICATE OF INCORPORATION  
OF**

**PORTEL, CO.**

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: October 24, 1988



*Pete T. Cenarrusa*

SECRETARY OF STATE

by:

*[Signature]*

ARTICLES OF INCORPORATION

OF

PORTEL, CO.

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I, the undersigned incorporator for the purposes of forming a corporation under and pursuant to Title 30, Chapter 1 of the Idaho Code, do hereby certify the following:

I.

The name of the Corporation shall be:

PORTEL, CO.

II.

The duration of this corporation shall be perpetual.

III.

The purpose of this Corporation is to engage in any lawful act of activity for which a corporation may be organized under the General Corporation Law of Idaho.

IV.

The location of the registered office of this corporation in the State of Idaho shall be: 302 Elder Building, Coeur d'Alene, Idaho 83814 and the resident agent at that address is Richard W. Kochansky.

V.

The aggregate number of shares which this Corporation shall have the authority to issue is 1000 shares, with a par value of \$100.00 per share, having an aggregate par value of \$100,000 which shall be known as common stock. This stock, to the extent possible, shall be issued pursuant to the provisions of Sec. 1244 of the Internal Revenue Code.

VI.

The name and address of the incorporator is :

RICHARD W. KOCHANSKY  
302 Elder Building  
Coeur d'Alene, ID 83814

VII.

The name and address of the first Board of Directors is as follows:

RICHARD W. KOCHANSKY  
302 Elder Building  
Coeur d'Alene, ID 83814

RANDY K. BATES  
1119 Ironwood Parkway  
Coeur d'Alene, ID 83814

JAMES LEMM, JR.  
3221 Huetter Road  
Coeur d'Alene, ID 83814

whose terms of office shall continue until the first annual meeting of the shareholders, or until their successors are duly selected and have qualified.

VIII.

All of any portion of these Articles of Incorporation may be amended by the affirmative vote of the holders of a majority of the stock entitled to vote.

IX.

The management of this corporation shall be vested in a Board of Directors consisting of not less than one or more than seven Directors to be elected at the annual meeting of this Corporation.

X.

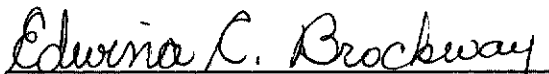
The officers of this Corporation shall consist of a President, Vice-President, Secretary, and Treasurer, and any two of the offices except those of President and Secretary, may be held by the same person, unless provided otherwise by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand at the place indicated of the 20<sup>th</sup> day of October, 1988.

  
\_\_\_\_\_  
RICHARD W. KOCHANSKY

STATE OF IDAHO            )  
                                  ) ss.  
County of Kootenai        )

On this 20<sup>th</sup> day of October, 1988, before me a Notary Public within and for said County, personally appeared RICHARD KOCHANSKY, to me known to be the person described in and who executed the same as his free act and deed.

  
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NOTARY PUBLIC in and for the  
State of Idaho, residing in  
Post Falls. My commission  
expires: May 3, 1991.