

**State of Idaho**

**Department of State.**

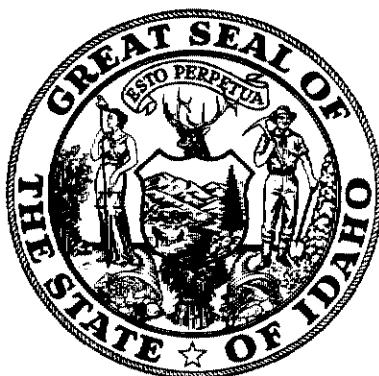
**CERTIFICATE OF INCORPORATION  
OF**

**POPPY'S EXPRESS, 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: **January 24, 1989**



*Pete T. Cenarrusa*  
**SECRETARY OF STATE**

by: *Mike Clark*

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ARTICLES OF INCORPORATION  
OF  
POPPY'S EXPRESS, INC.

KNOW ALL MEN BY THESE PRESENTS, that GRANT E. MOERING, the undersigned, a full age citizen of the United States, this day, for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, does hereby certify:

ARTICLE I.

That the name of the corporation shall be POPPY'S EXPRESS, INC.

ARTICLE II.

The purposes for which the corporation is organized shall be, and include, the transaction of any and all lawful business for which a corporation may be incorporated under "The Idaho Business Corporation Act".

ARTICLE III.

This corporation shall have perpetual existence.

ARTICLE IV.

The location and post office address of the registered office in this State and principal place of business shall be East 5850 Mullan Trail Road, Coeur d'Alene, Idaho 83814;

and the initial registered agent at such address is GRANT E. MOERING.

ARTICLE V.

There shall be only one class of capital stock of this corporation, which shall be designated as common stock, and such common stock shall be and consist of ONE HUNDRED THOUSAND (100,000) shares with a par value of ONE and no/100 DOLLARS totaling in the aggregate sum of ONE HUNDRED THOUSAND and no/100 DOLLARS (\$100,000.00).

ARTICLE VI.

The number of directors constituting the initial Board of Directors of the corporation shall be one (1). The number of directors and officers may from time to time be fixed by the By-Laws of the corporation at any number.

The name and address of the initial director is:

GRANT E. MOERING  
367 North Jensen Drive  
Hayden Lake, Idaho 83835

ARTICLE VII.

The address of the incorporator of the corporation in the State of Idaho is 367 North Jensen Drive, Hayden Lake, Idaho 83835; and the incorporator at such address is GRANT E. MOERING.

ARTICLE VIII.

Subject to the power of the shareholders to amend, alter or repeal, the Board of Directors of this corporation shall

have the power to amend such By-Laws defining the powers and duties of the officers in the corporation and providing for such other matters regarding its affairs that they deem necessary and convenient, providing the same are not out of harmony with the laws of the State of Idaho, or these Articles of Incorporation.

#### ARTICLE IX.

An amendment altering the Articles of Incorporation of this corporation in any respect may be adopted by vote of the holders of the majority of the outstanding shares unless specifically prohibited by law, then by such vote as law requires.

IN WITNESS WHEREOF, the incorporator has executed this instrument, in triplicate, at Coeur d'Alene, Idaho, on this 9 day of November, 1988.

Grant E. Moering  
GRANT E. MOERING

STATE OF IDAHO	)
	) ss.
County of Kootenai	)

On this 7th day of November, 1988, before me, the undersigned Notary Public in and for the State of Idaho, personally appeared GRANT E. MOERING, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

  
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Notary Public in and for the  
State of Idaho.  
Residing at: Post Falls, ID  
Commission expires: 2-24-94