



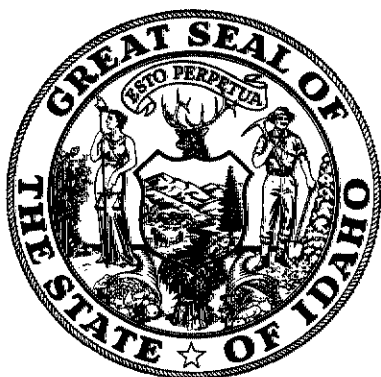
CERTIFICATE OF INCORPORATION
OF

W E P, 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: October 30, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

ARTICLES OF INCORPORATION

OCT 30 9 21 AM '89
SECRETARY OF STATE

OF

W E P, INC.

The undersigned, acting as the Incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is W E P, Inc.

II.

The period of its duration is perpetual.

III.

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

IV.

The street and mailing addresses of the initial registered office of the corporation are 280 Main Street North, Ketchum, Idaho, and P. O. Box 818, Sun Valley, Idaho, 83353, respectively, and the name of its initial registered agent at such addresses is William E. Prosch.

V.

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares, all of which shall be common stock without a par value, to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

VI.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and mailing address of the person who is to serve as director until the first

first annual meeting of shareholders is held, or until his successor is elected and shall qualify, is:

NAME

WILLIAM E. PROSCH

MAILING ADDRESS

P.O. Box 818
Sun Valley, ID 83353

VII.

The name and mailing address of the Incorporator is:


NAME

WILLIAM E. PROSCH

MAILING ADDRESS

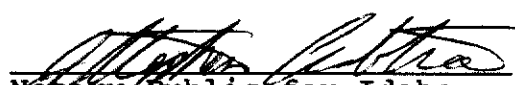
P.O. Box 818
Sun Valley, ID 83353

DATED this 27 day of October, 1989.


WILLIAM E. PROSCH

STATE OF IDAHO)
) ss.
County of Blaine)

I, J. Stephen Crabtree, a notary public, do hereby certify that on this 27~~th~~ day of October, 1989, personally appeared before me WILLIAM E. PROSCH, who, being by me first duly sworn, declared that he is the Incorporator of W E P, INC., that he signed the foregoing document as Incorporator of the corporation, and that the statements therein contained are true.


Notary Public for Idaho
Residing at: Sun Valley, Idaho

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