

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

VALBOIS INCORPORATED

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ARTICLE I - NAME.

The name of the corporation shall be VALBOIS INCORPORATED.

ARTICLE II - DURATION

The Corporation's existence shall be perpetual.

ARTICLE III - PURPOSES.

The purposes for which this Corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

ARTICLE IV - SHARES.

The total authorized capital stock of the Corporation shall be 1000 shares of common stock with a par value of One Cent (\$.01) each.

Each share of common stock of the Corporation shall entitle the holder thereof to one (1) vote on any matter requiring a vote of the shareholders. At each election for directors of the Corporation each shareholder shall have the right to cumulate votes.

The shares of this Corporation may be issued for cash, other property, tangible or intangible, or for services actually performed for the Corporation, and upon such conditions and terms as may be determined by the Board of Directors, who shall have full power and authority to fix the value of the property or services for which shares may be issued and whose valuations shall be conclusive, and the shares so issued shall be fully paid and non-assessable.

Shareholders shall have no preemptive right to acquire unissued shares of common stock, treasury shares, nor securities convertible into such shares or carrying a right to subscribe to or acquire shares.

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The Board of Directors may from time to time cause the Corporation to purchase its own shares to the extent of the unreserved and unrestricted earned and capital surplus of the Corporation.

ARTICLE V - BOARD OF DIRECTORS.

The affairs of the Corporation shall be conducted by a Board of Directors, consisting of not less than one (1) nor more than nine (9), the number of which shall be determined by the shareholders in the manner specified in the By-Laws of the Corporation.

ARTICLE VI - INDEMNIFICATION.

The Corporation shall indemnify and hold harmless its officers and directors, together with their heirs and personal representatives, from and against any and all judgments, claims, losses, damages, liabilities, costs and expenses of any nature whatsoever, including legal fees, incurred as a result of serving or having served in such positions, to the fullest extent allowed by the laws of the State of Idaho as may be amended from time to time. The foregoing should not be deemed to be any limitation on the power of the Corporation to indemnify such person and others, it being the intent that the Corporation provide the fullest indemnity allowed by such law.

ARTICLE VII - LIMITATION OF DIRECTOR LIABILITY.

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or for failure to take any action, as a director; provided, however, this Article VII shall not eliminate or limit the liability of a director for any of the following:

- (1) A breach of the director's duty of loyalty to the Corporation or its shareholders;
- (2) Acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law;
- (3) Authorizing the unlawful payment of a dividend or other distribution on the Corporation's capital stock or the unlawful purchase of its capital stock; or
- (4) A transaction from which the director derived an improper personal benefit.

This Article shall not limit or eliminate the liability of the director for any act or omission occurring before the effective date of this Article, nor shall amendments to or repeal of this Article have any effect on the liability for monetary damages of any director within the scope of this Article and occurring prior to such amendment or repeal.

ARTICLE VIII - BY-LAWS.

The By-Laws of the Corporation may be adopted by the Board of Directors. The By-Laws and any amendments or alterations thereto shall be valid only if consistent with these Articles of Incorporation.

ARTICLE IX - LIABILITY.

The private property of the shareholders, directors and officers of this Corporation shall be forever exempt from corporate debts and liabilities.

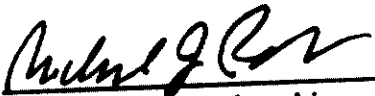
ARTICLE X - REGISTERED AGENT AND REGISTERED OFFICE.

Donald K. Weilmunster, with offices at 2710 Sunrise Rim Road, Suite 240, Boise, Idaho 83705, is hereby appointed the initial Registered Agent of the Corporation.

The Board of Directors of this Corporation may revoke this appointment of agent at any time and shall have power to fill any vacancy in such position.

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed by its duly authorized Secretary this 28th day of August, 1997, the sole shareholder of the Corporation having voted all of its one hundred shares of the stock of the Corporation in favor of amending and restating the Articles of Incorporation of the Corporation in the form of these Amended and Restated Articles of Incorporation by written consent of the sole shareholder dated as of August 18, 1997.

VALBOIS INCORPORATED

By: 
Name: Michael J. Perlowski
Title: Secretary