

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

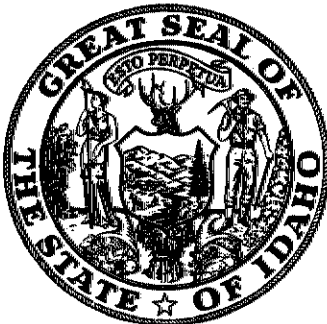
YOUNG AND ASSOCIATES, INC.

File number C 107289

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: August 10, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sibel*

ARTICLES OF INCORPORATION
OF
YOUNG AND ASSOCIATES, INC.

The undersigned, acting as incorporators under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the corporation is YOUNG AND ASSOCIATES, INC.

ARTICLE TWO
DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE
PURPOSES AND POWERS

The purposes of the corporation and its powers shall include the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and the exercise of all powers bestowed upon corporations by the Act.

ARTICLE FOUR
STOCK

The corporation shall have authority to issue Ten thousand (10,000) shares of common stock, which shall be of no par value. Said shares of stock shall be fully paid for before being issued, and after issuance shall be nonassessable. Shareholders shall have a preemptive right to acquire unissued or treasury shares under such terms and conditions as the Board of Directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right. Such preemptive right shall exist in all events, including, but not limited to:

- (1) To acquire any shares issued to directors, officers or employees;
- (2) To acquire any shares sold otherwise than for cash; and
- (3) To acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.

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ARTICLE FIVE
LOCATION

The location and address of the initial registered office of the corporation is 470 B Street, Idaho Falls, Idaho 83405, and the name of its initial registered agent at such address is Mark S. Young.

ARTICLE SIX
INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark S. Young	8140 N. 45th E. Idaho Falls, Idaho 83401
Renae C. Young	8140 N. 45th E. Idaho Falls, Idaho 83401

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Mark S. Young	8140 N. 45th E. Idaho Falls, Idaho 83401
Renae C. Young	8140 N. 45th E. Idaho Falls, Idaho 83401

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of August, 1994.


Mark S. Young


Renae C. Young