



CERTIFICATE OF INCORPORATION
OF

NEL-BAR INC.

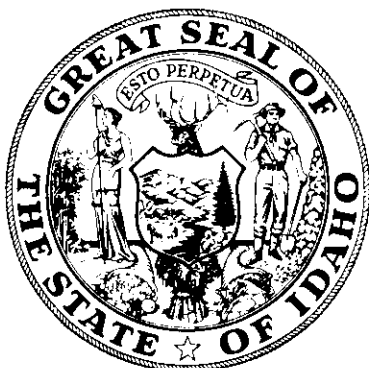
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

NEL-BAR INC.

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 17, 1982**



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

SECRETARY OF
STATE

NEL-BAR INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned, a natural person of full age and a citizen of the United States of America, have this day formed a corporation under the Idaho Business Corporation Act of the State of Idaho.

AND, I DO HEREBY CERTIFY:

FIRST:

That the name of the corporation is, and shall be NEL-BAR INC.

SECOND:

That the purposes for which this corporation is formed are, and it shall have the power and authority:

(a) To carry freight for hire; to receive and load all varieties of commercial freight on board highway motor vehicles; to transport such freight to various destinations throughout the United States; and to buy, sell, and otherwise deal in and with tractors and trailers suitable for commercial trucking and to repair and maintain the same.

(b) To invest its funds and to otherwise purchase, receive, lease or otherwise acquire or hold, improve, use, sell or otherwise dispose of and otherwise deal in and with real estate mortgages, stocks, bonds or any other type of investments, and to own real or personal property necessary for the rendering of such services.

(c) To borrow moneys, with or without security, and to execute, issue and dispose of evidences of all kinds of its indebtedness, and bonds, notes and other obligations; to secure the same or any thereof by pledge or mortgage of the whole or any part of the property or assets of the corporation, real or personal;

to make charitable and business donations or gifts; to acquire, reissue and dispose of its own shares or obligations.

(d) To do and perform each, all and every act and things, and to exercise every power, necessary, expedient, proper, useful or desirable, to carry out or further the purposes, objects and businesses for which this corporation is formed.

THIRD:

That the name and address of the initial registered agent and the initial registered office of the corporation in the state of Idaho are and shall be 3240 Buckboard, Boise, ID 83704.

FOURTH:

That the duration of this corporation is to be perpetual from and after the date of its incorporation.

FIFTH:

(a) That the total authorized number of par value shares of this corporation shall be 20,000, each of the par value of \$1 and of the aggregate par value of \$20,000, which said shares shall be common stock, and shall not be subject to assessment.

(b) Shareholder of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the shareholders of the corporation.

(c) The Shareholder of this corporation, as part of the Bylaws, may restrict or limit the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof. The corporation shall thereupon observe and carry out on its part the terms as set forth in the Bylaws and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation, of any of the shares unless the

same be in conformity with the terms and conditions of the Bylaws.

SIXTH:

That the name and post office address of the incorporator and the number of shares subscribed to by said incorporator is as follows:

NAME	ADDRESS	NO. OF SHARES
ROGER W. NELSON	3240 Buckboard Boise, ID 83704	1 share

SEVENTH:

The first Board of Directors shall consist of two (2) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws. The name and address of the Board of Directors is as follows:

NAME	ADDRESS
ROGER NELSON	3240 Buckboard Boise, ID 83704
WALTER BARROS	3240 Buckboard Boise, ID 83704

EIGHTH:

The Board of Directors is expressly authorized to repeal and amend the Bylaws of the corporation and to adopt new Bylaws, and the corporation reserves the right to amend, alter, change or repeal, any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote of the shareholders, represented in person or by proxy, at any annual meeting of the shareholders or at any meeting duly called for that purpose, except where the laws of the said State of Idaho otherwise provide.

NINTH:

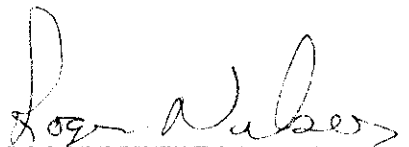
All of any meetings of the shareholders, or of the Board of Directors, may be held within or without the state of Idaho.

TENTH:

The name and address of the initial registered agent is as follows:

Roger Nelson
3240 Buckboard
Boise, ID 83704

IN WITNESS WHEREOF, the incorporator hereunto sets his hand and seal this 17 day of August, 1982.



ROGER NELSON