

CERTIFICATE OF INCORPORATION
OF

MICHAEL O. DOUGLAS, CHARTERED

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: May 6, 1985



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
MICHAEL O. DOUGLAS, CHARTERED
(A Professional Corporation)

I, the undersigned, a natural person over the age of eighteen years and legally authorized to render legal services within the State of Idaho, do hereby form a professional corporation under the laws of the State of Idaho, as contained in Chapter 13 of Title 30 of the Idaho Code, entitled, "Professional Service Corporation Act," and to that end do hereby certify:

ARTICLE I

NAME

The name of the corporation shall be:

MICHAEL O. DOUGLAS, CHARTERED

ARTICLE II

PURPOSES AND POWERS

The purposes for which the corporation is organized are:

A. To engage in the general practice of law as a professional corporation as the same is now, or as it may hereafter be defined by statute, rule, and regulation.

B. To invest funds in real property, personal property, mortgages, stocks, bonds, or any other type of investments and to own or lease real or personal property necessary for the rendering of such professional services.

C. To engage in such other businesses or professions as may be authorized or permitted by the Professional Service Corporation Act (Chapter 13 of Title 30 of the Idaho Code) and

to the extent not inconsistent with the foregoing as may be permitted by the Idaho Business Corporation Act (Chapter 1 of Title 30 of the Idaho Code).

ARTICLE III

DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be at 125 Main Street, Hagerman, Idaho, in the County of Gooding; the post office address of the registered office of said corporation in the State of Idaho, County of Gooding, shall be P.O. Box 104, Hagerman, ID 83332-0104. Michael O. Douglas shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

The aggregate number of shares which the corporation shall have authority to issue is ten (10), all of which shall have a par value of \$1.00 per share.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator are:

NAME

ADDRESS

Michael O. Douglas
Attorney at Law

P.O. Box 104
Hagerman, ID 83332-0104

ARTICLE VII

MANAGEMENT

The business of the corporation shall be managed by a board of at least three (3) directors, except that if all of the shares of the corporation are owned beneficially and of record by either one (1) or two (2) stockholders, the number of directors may be less than three (3) but not less than the

number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

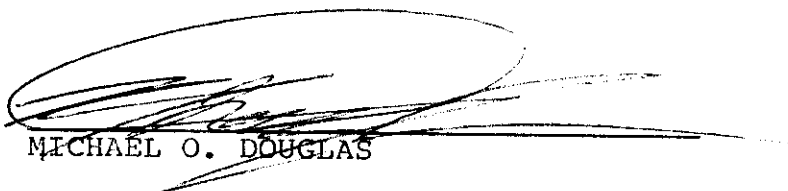
There shall be one (1) director on the initial board and he shall be Michael O. Douglas, who shall serve as a director until his successor is elected and qualified.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal, and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by the stockholders.


IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of May, 1985.


MICHAEL O. DOUGLAS

STATE OF IDAHO)
) ss.
County of Gooding)

I, DIANNE BATCHELOR, a Notary Public for Idaho, do hereby certify that on the date below personally appeared before me the above named incorporator, and, being first duly sworn, declared that he is an incorporator of MICHAEL O. DOUGLAS, CHARTERED, that he signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the 2nd day of May, 1985.


NOTARY PUBLIC FOR IDAHO
Residing at Wendell, Gooding County.