

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

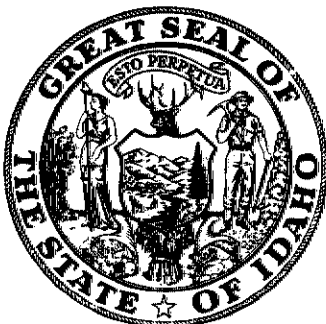
RICH SPRAGUE/ASSOCIATES, INC.

File number C 108848

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: January 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sipe*

ARTICLES OF INCORPORATION
OF
RICH SPRAGUE/ASSOCIATES, INC.

JAN 3 11 01 AM '95
SECRETARY OF STATE

FIRST: The name of this corporation is:

RICH SPRAGUE/ASSOCIATES, INC.

SECOND: Its principal office in the State of Idaho is located at 1568 Riverstone Lane, Suite 202, Boise, Idaho 83706.

The name and address of its resident agent is Richard Lawrence Sprague, at the above address.

THIRD: The nature of the business or objects or purposes proposed may be organized under the General Corporation Law of the State of Idaho.

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Idaho.

FOURTH: The total authorized capital stock of this corporation is Two Thousand Five Hundred (2,500) shares of Common Stock without par value.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided in the by-laws of this corporation, provided that the number of directors shall not be reduced less than one unless there is less than one stockholder.

The name and post office address of the first Board of Directors, which shall be one in number, is as follows:

NAME	POST OFFICE ADDRESS
Richard Lawrence Sprague	P.O. Box 8128 Boise, ID 83707-3128

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SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: The name and post office address of the incorporator signing the articles of incorporation is as follows:

NAME	POST OFFICE ADDRESS
Richard Lawrence Sprague	P.O. Box 8128 Boise, ID 83707-3128

EIGHTH: The corporation is to have perpetual existence.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized, subject to the by-laws, if any, adopted by the shareholders, to make, alter or amend the by-laws of the corporation.

TENTH: Meetings of stockholders may be held outside of the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the corporation.

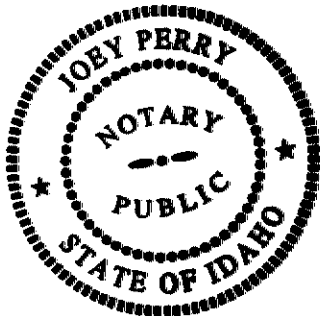
ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed, and all rights conferred upon stockholders herein are granted subject to this reservation.


I, THE UNDERSIGNED, being the sole incorporator herein before named for the purpose of forming a corporation pursuant to the General Corporation Law for the State of Idaho, do make and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this third day of January, 1995.


Richard Lawrence Sprague
Incorporator

STATE OF IDAHO)
) SS
COUNTY OF ADA)

On this third day of January, 1995, before me a Notary Public, personally appeared,
Richard Lawrence Sprague, who, severally acknowledged that he executed the above
instrument.




Notary Public