

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

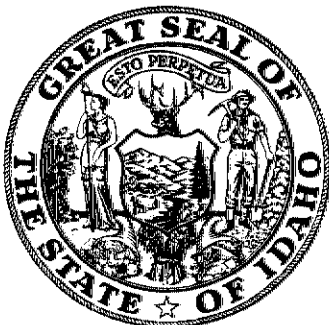
TUTHILL, INC.

File number C 111968

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: September 8, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siskel*

State of Idaho

SEP 8 10 12 AM '95

SECRETARY OF STATE
STATE OF IDAHO

Office of the Secretary of State/Corporation Division

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS

The undersigned, in order to form a corporation for the purpose hereinafter set out and to conform to the general corporation laws of the State of Idaho, do hereby certify as follows:

ARTICLE ONE: The name of the corporation shall be Tuthill, Inc. by which it may contract and be contracted with, sue and be sued, adopt and use a corporate seal, and conduct business.

ARTICLE TWO: The principal office of the corporation is located at 226 Ironwood Dr. #4-108, Coeur D' Alene, County, ID 83814. The resident agent for the service of process is Loreitta M.Tuthill of 226 Ironwood Dr. #4-108, Coeur D' Alene, ID, 83814.

ARTICLE THREE: The nature of the business and the object and purposes proposed to be transacted, promoted, and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do to wit:

To be a general business specializing in Sales & Services

Furthermore, this corporation shall have the authority to purchase, or otherwise acquire, to hold, or mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, equipment, materials, and property of every class and description.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Idaho, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have the following powers, to wit:

To purchase, acquire, hold, convey, lease, mortgage, or dispose of property, real or personal, tangible or intangible;

To borrow money and issue promissory notes, debentures, and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge, or otherwise, or unsecured;

To acquire the good will, rights, and property, and to undertake the whole or any part of the assets or liabilities of any persons, firm, association, or corporation; to pay for the same in cash, or otherwise, to hold or in any manner dispose of the whole or any part of the property so purchased; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To carry on any or all of its operations and business, and to promote its objects within the State of Idaho, or elsewhere, without restriction as to place or amount; To do any or all the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, alone or in the company with others.

None of these subclauses or the objects herein specified, or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph of this statement of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement of purposes, but the corporation shall have the full power to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business,

STATE SECRETARY OF STATE

9/8/95 9:00:00 AM

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CORPORATION PROFIT

1 @ 100.00 = 100.00

undertaking, property, or act proposed to be transacted, acquired, dealt with or performed, do not fall within the object set forth in the first paragraph of this statement of purposes.

ARTICLE FOUR: The corporation shall have perpetual existence unless sooner dissolved in accordance with law.

ARTICLE FIVE: The corporation shall have eight hundred fifty (850) shares of common stock with no par value and shall operate for profit. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

ARTICLE SIX: The name and address of the incorporator are as follows:

Loreitta M. Tuthill, 226 Ironwood Dr. #4-108, Coeur D' Alene, ID 83814

The following persons shall serve as Directors & Officers of said corporation:

President: Loreitta M. Tuthill, 226 Ironwood Dr. #4-108, Coeur D' Alene, ID 83814

Secretary/Treasurer: Loreitta M. Tuthill, 226 Ironwood Dr. #4-108, Coeur D' Alene, ID 83814

ARTICLE SEVEN: The affairs of the corporation shall be managed by the Directors provided for heretofore and by such Officers and agents as they may duly elect or appoint.

ARTICLE EIGHT: The Directors' powers are exerdisable solely in a fiduciary capacity consistent with and in furtherance of, the purposes of the corporation, and not otherwise.

ARTICLE NINE: The Directors shall adopt such Bylaws as they determine necessary for the government and management of the corporation, and said Directors shall have the right to amend said Bylaws as they shall determine necessary.

ARTICLE TEN: The Directors and Officers of the corporation shall in no way be personally liable for, nor shall their private property be subject to, any claim as the result of acts done or indebtedness incurred in the operation and furtherance of the corporation's business.

IN WITNESS WHEREOF, the said undersigned incorporator of Tuthill, Inc. of Coeur D' Alene, in the county of _____ in the state of Idaho, have hereunto subscribed their names this 4 day of Sept, 1995.

ALL INCORPORATOR MUST SIGN:

Loreitta M. Tuthill, Incorporator
Loreitta M. Tuthill