



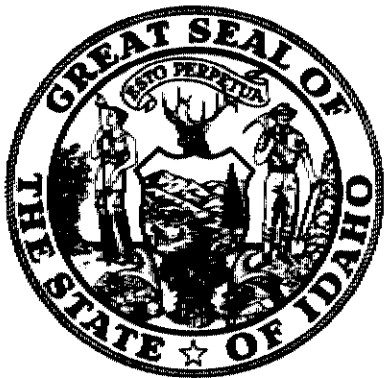
**CERTIFICATE OF INCORPORATION
OF**

JULDAV, 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 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 10, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Matthews*

ARTICLES OF INCORPORATION
OF
JULDAV, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one or more acting as incorporators of the corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Juldav, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose or purposes for which this corporation is organized are:

- a. To have perpetual succession by its corporate name.
- b. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- c. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interest therein or any

property or assets created or issued by any person, firm, association, or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

- d. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- e. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district or possession of the United States, or in any foreign country.
- f. To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- g. To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- h. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a

director or officers of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty; and to make any other indemnification that shall be authorized by the articles of incorporation or by any by-laws or resolution adopted by the shareholders after notice.

- i. To pay pensions and establish pension plans, pension trusts, profitsharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees.
- j. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- k. To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for protection or benefit of this corporation, and to

do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

1. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho, and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independant purposes and powers.
- m. To own and operate a interstate trucking, freight hauling and delivery company.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 5,000 shares of no par stock. All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences. Fully-paid stock of this corporation shall not be liable to any further call or assessment.

ARTICLE V - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of majority of the shares entitled to vote on each amendment.

ARTICLE VI - SHAREHOLDER RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall have pre-emptive rights to acquire unissued shares of the stock of this corporation.

At each election of Directors, every shareholder entitled to vote at each election shall have the right to accumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VII - CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000.00 has been received for the issuance of shares.

ARTICLE VIII - INITIAL OFFICE AND AGENT

The address of this corporation's initial registered office and the name of its original registered agent at such address is: 331 Kirtwood, Pocatello, Idaho 83204, David Briscoe.

ARTICLE IX - DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation is 3. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualify, are:

David Briscoe

331 Kirtwood Drive

Pocatello, Idaho 83204

David William Fisher
331 Kirtwood Drive
Pocatello, Idaho 83204

Julie Briscoe
331 Kirtwood Drive
Pocatello, Idaho 83204

ARTICLE X - INCORPORATORS

The name and address of each incorporator is:

David Briscoe
331 Kirtwood Drive
Pocatello, Idaho 83204

David William Fisher
331 Kirtwood Drive
Pocatello, Idaho 83204

Julie Briscoe
331 Kirtwood Drive
Pocatello, Idaho 83204

ARTICLE XI

The officers of the corporation shall be shareholders and consist of a president, vice president, and a secretary-treasurer. Additional qualifications for holding office shall be enumerated and set forth in the by-laws of the corporation.

ARTICLE XII

The names and addresses of the initial officers of the corporation are:

President

David Briscoe

331 Kirtwood Drive

Pocatello, Idaho 83204

Vice President

David William Fisher

331 Kirtwood Drive

Pocatello, Idaho 83204

Secretary-Treasurer

Julie Briscoe

331 Kirtwood Drive

Pocatello, Idaho 83204

ARTICLE XIII

COMMON DIRECTORS - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or

committee thereof which authorizes, approves or ratifies such contract or transactions, by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.

DATED this 5TH day of July 1987.

David Briscoe
David Briscoe
David William Fisher
David William Fisher
Julie Briscoe
Julie Briscoe

STATE OF IDAHO)
 : SS.
COUNTY OF)

I, John L. Meylock Jr., a Notary Public,
hereby certify that on the 5th day of July,
1987, David Briscoe, David William Fisher, and Julie Briscoe
personally appeared before me who, being by me first duly sworn,
severally declared that they are the persons who signed that
foregoing document as incorporators and that the statements
therein contained are true.

Dated this 5th day of July 1987.



John L. Meylock Jr.
Notary Public

My Commission Expires
Life Term

Residing in:
Pocatello, Idaho, 83201