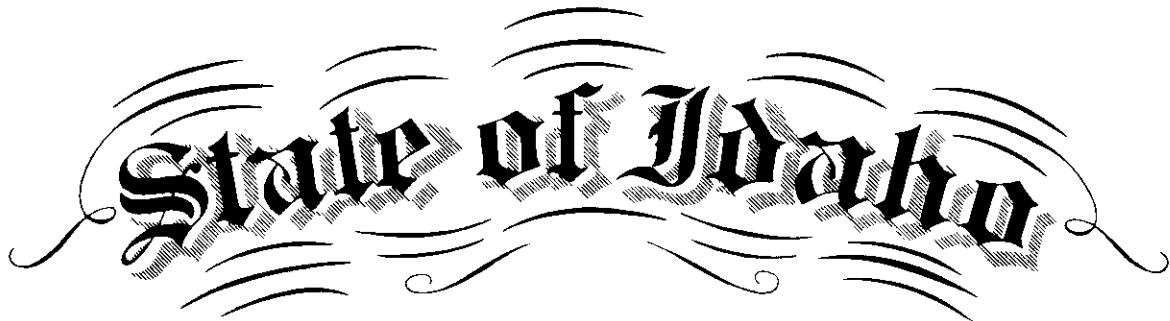




CERTIFICATE OF INCORPORATION
OF

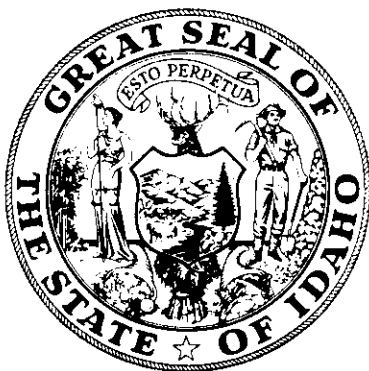
W L T INCORPORATED

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 W L T INCORPORATED

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: December 16, 1983



SECRETARY OF STATE

by: _____

DEC 16 6 40 AM '83

ARTICLES OF INCORPORATION

OF

W L T INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, do hereby certify as follows:

Article I.

That the name of the Corporation shall be W L T INCORPORATED

Article II.

The Corporation is formed for the purpose of the transaction of any and all lawful business for which a corporation may be incorporated under the laws of the State of Idaho.

Article III.

The Corporation is to have perpetual existence.

Article IV.

The names of the incorporators and their addresses and the shares subscribed by each incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARE</u>
Wayne R. Garoutte	100 W. Front, Arco, Idaho 83213	400
La Rita K. Garoutte	100 W. Front, Arco, Idaho 83213	400
Tish K. Resecker	1800 E. Covina # 191, Mesa Arizona 85203	20

Article V.

The Stock of the Corporation shall be of one class, common, which shall not be subject to assessment for any reason.

There shall be authorized 1,000 shares of a par value of one dollar (\$1.00) per share.

Article VI.

The location of the initial regestered office of the Corporation shall be in Butte County, Idaho, at:

100 W. Front, P. O. Box 103, Arco, Idaho 83213.

Article VII.

The initial registered agent of this Corporation shall be:

Wayne R. Garoutte, 100 W. Front, P. O. Box 103, Arco, Idaho 83213.

Article VIII.

The Board of Directors shall consist of three (3) 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 By-Laws; provided, however, that the number of directors constituting the Board shall not be less than three (3) nor more than eleven (11).

The names and addresses of the directors constituting the initial Board of Directors, who shall serve as directors until the first annual meeting or until thier successors are elected and qualify, are:

Wayne R. Garoutte, 100 W. Front, P.O. Box 103, Arco, Idaho 83213
La Rita K. Garoutte, 100 W. Front, P.O. Box 103, Arco, Idaho 83213
Tish K. Resecker 1800 E. Covina # 191, Mesa, Arizona 85203

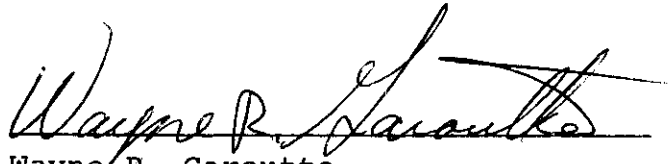
Article IX.

The Board of Directors by a majority vote shall have the power to repeal and amend the By-Laws and to adopt new By-Laws.

Article X.

No contract or other transaction between the Corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the Corporation, and no act of the Corporation shall be in any way affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are the directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any director of the Corporation which is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

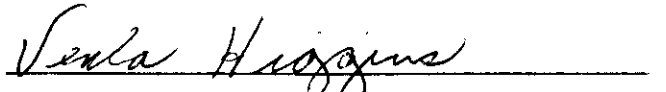
IN WITNESS WHEREOF, we have hereunto set our hands and seals this
2nd day of October, 1983.


Wayne R. Garoutte

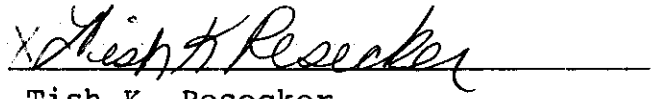

La Rita K. Garoutte

STATE OF IDAHO)
 : ss.
County of Butte)

On this 2nd day of October, 1983, before me, the undersigned,
a Notary Public for Idaho, personally appeared Wayne R. Garrouette,
and La Rita K. Garoutte, known to me to be the persons whose names
are subscribed to the within instrument, and acknowledged to me that
they executed the same.

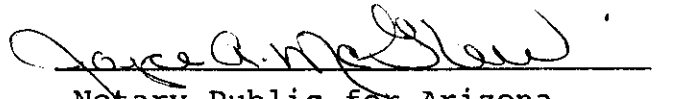

Notary Public for Idaho
Residing at Blackfoot, Idaho

IN WITNESS WHEREOF, we have hereunto set our hands and seals this
11 day of October, 1983.


Tish K. Resecker

STATE OF ARIZONA)
 : ss.
County of Maricopa)

On this 11 day of October, 1983, before me, the undersigned,
a Notary Public for Arizona, personally appeared Tish K. Resecker,
known to me to be the person whose name is subscribed to the within
instrument, and acknowledged to me that she executed the same.


Notary Public for Arizona
Residing at Mesa, Arizona

My Commission Expires Nov. 10, 1986