



CERTIFICATE OF INCORPORATION
OF

EQUITY RESOURCES, INC.

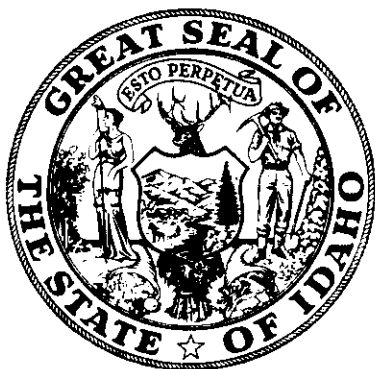
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

EQUITY RESOURCES, INC.

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 March 20, 1980.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
EQUITY RESOURCES, INC.

SECRETARY OF
STATE

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned,
L. Thomas Hutchison, a bonafide resident of the State of Idaho, and
a citizen of the United States and a natural person of full age, has
this day voluntarily associated myself for the purpose of forming a
corporation for profit under the laws of the State of Idaho, and I do
hereby certify and state:

I.

That the name of the corporation is and shall be Equity
Resources, Inc.

II.

That subject to dissolution in the manner provided by law,
the life of this corporation shall be perpetual.

III.

That the purposes for which this corporation is formed are
as follows:

A. To offer assistance in financial planning, estate planning,
placing tax shelters, trusts, and other vehicles of use in these areas
of endeavor.

B. To take, lease, purchase, or otherwise acquire, and to own,
use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop,
divide, and otherwise handle, deal in, and dispose of real estate, real
property, and any interest or right therein.

C. To serve as a registered representative, principal or other
designated position for the purpose of making available to the public,
offerings associated with the NASD, the NYSE, ASE, or other over the counter
offerings subject to the rules and regulations of the NASD and the SEC.

D. To serve as an agent for life insurance, mortgage insurance or other such insurance representative as shall be deemed necessary in implementing financial and estate plans.

E. To purchase or otherwise acquire, hold, sell, assign, endorse, transfer, mortgage, pledge, hypothecate, or otherwise dispose of and to deal generally in notes, bonds, contracts, stocks, warrants, bills, open accounts, and other evidences of indebtedness of individuals, firms, partnerships and corporations, municipal, public and private, except as limited by law; to loan its funds, with or without security, on notes, open accounts or otherwise.

F. To purchase, subscribe for, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including but not limited to shares of stock, bonds, debentures, notes, evidences of indebtedness, and other securities, contracts or obligations of any corporation or corporations, association or associations, domestic or foreign, and to pay therefor in whole or in part in cash or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of this or any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, notes, evidences of indebtedness or other securities, contracts, or obligations, to receive, collect and dispose of the interest, dividends and income arising from such property, and to possess and exercise in respect thereof, all the rights, powers and privileges of ownership, including all voting powers on any stocks so owned.

G. To enter into, make and perform and carry out contracts of every sort and kind with any person, firm, association or corporation, municipality, body politic, country, territory, district, state and government, within the jurisdiction of the respective governing agencies herewith associated.

H. To institute, enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other businesses, works, enterprises, undertakings and operations.

I. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by, any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers, and privileges of ownership.

J. To apply for, secure, acquire by assignment, transfer, purchase, or otherwise, and to exercise, carry out and enjoy, any charter, license, power, authority, franchise, concession, rights or privileges, which any government or authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute toward carrying the same into effect, and to appropriate any of the corporation's shares of stock, bonds and assets to defray the necessary costs, charges and expenses thereof.

K. To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good-will, rights, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

L. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferrable instruments.

M. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, obligations, negotiable and transferrable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

U. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Idaho upon corporations.

IV.

That the location and post office address and registered agent of the registered office of this corporation shall be L. Thomas Hutchison, Post Office Box 264, Sun Valley, Idaho, 83353.

V.

The total authorized stock of this corporation shall be divided into 100 shares, all of which shall be without par value. The Board of Directors may, from time to time, fix the consideration for which shares without par value shall be issued and sold. Said stock shall be non-assessable. The names and post office addresses of each of the incorporators and the number of shares subscribed by such is as follows:

<u>Name</u>	<u>Address</u>	<u>No. Shares</u>
L. Thomas Hutchison	Post Office Box 786 Ketchum, Idaho 83340	1

VI.

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be non-assessable.

VII.

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

N. To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with its business or calculated directly or indirectly to enhance the value of or render profitable any of the corporation's property or rights.

O. To perform any part of its business outside the State of Idaho, in the other states, in the District of Columbia, territories or possessions, or dependencies of the United States, or any foreign country.

P. To do each and every thing necessary, suitable, useful or advisable for the accomplishment of any one or more of said objects, or which shall, at any time, appear to be conducive to or expedient for the benefit of said corporation in connection therewith.

Q. To do each and all things set forth herein to the same extent and as fully as natural persons might do or could do in the State of Idaho, and in any other state, country or place.

R. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

S. To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories, dependencies, possessions or colonies of the United States.

T. The foregoing clauses shall be construed as objects, purposes and powers; and it is hereby expressly provided that any enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

VIII.

The private property of the stockholders shall not be subject to the payment of corporate debts of any extent whatsoever.

IX.

The corporation shall be taxed as a corporate entity. All and each and every stock of the corporation shall be subject to the right of survivorship according to the laws of the State of Idaho and the Internal Revenue Code. The corporation shall be expandable at the election of the Board of Directors, wherein the Board shall be able to cause additional stocks to be issued for due consideration to whomever the Board deems prudent for the purpose of furthering the aims and continuance of the corporation.

X.

The corporation shall have the power to adopt a plan for the issuance of stock in accordance with the provisions of Section 1244 of the Internal Revenue Code of 1954, or any amendment thereof.

XI.

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

XII.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders. It being the intention hereof to give them a preference to the purchase of the same and any attempted sale in violation of this provision is null and void. The stockholder desiring to sell his stock shall file notice in writing of his intention with the secretary of the corporation, stating the terms of sale and unless the terms are accepted by any or all of the other stockholders within thirty (30) days thereof, they shall be deemed to have waived their privilege of purchasing and he be at liberty to sell to anyone else upon the same terms as were offered to the other stockholders.

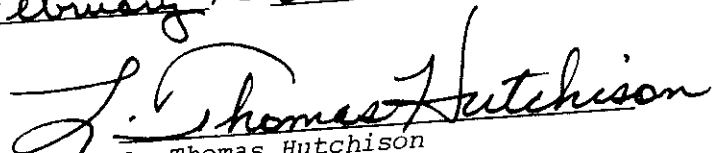
XIII.

That the business of the corporation shall be managed by a Board of Directors composed of up to three (3) shareholders; and there shall be up to three (3) Directors. The names and the residences of the persons who are appointed to act until the first meeting of their successors are as follows:

L. Thomas Hutchison

Post Office Box 736
Ketchum, Idaho 83340

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands this 15th day of February, 1980.


L. Thomas Hutchison

STATE OF IDAHO,)
)ss.
County of Blaine)

On this 15th day of February, 19 20, before me,
the undersigned, a Notary Public for Idaho, personally appeared
L. Thomas Hutchison, known to me to be the person whose name is
subscribed to the foregoing instrument and acknowledged to me that
he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.

Virginia Prodomides
Notary Public for Idaho
Residing at: Hutchison, Idaho