



CERTIFICATE OF INCORPORATION
OF

ICFL DISTRIBUTION SERVICES, INC.

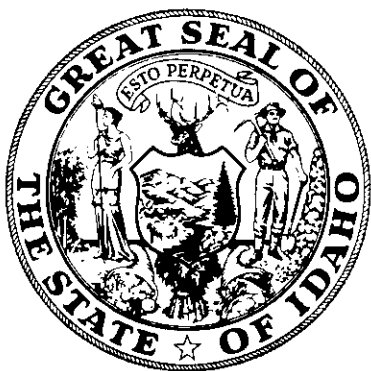
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ICFL DISTRIBUTION SERVICES, 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: **August 27, 1984**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Larry T. Clark

ARTICLES OF INCORPORATION
94 AUG 27 PM 3 33
OF
ICFL DISTRIBUTION SERVICES, INC.
STATE

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as Incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for this corporation:

I.

The name of this corporation shall be ICFL DISTRIBUTION SERVICES, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The name of the registered agent and the location of the principal office and post office address of this corporation shall be Frank W. Stoppello, at 620 West Hays, Boise, Idaho, 83702.

IV.

The nature of the business and the object and purpose of this corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, including but not limited to the business of operating, in interstate or foreign commerce, as a broker and arranging for the transportation of general commodities.

V.

That the total authorized number of par value shares of this corporation shall be 10,000, each of a par value of \$1.00, and of the aggregate par value of \$10,000.00, which said share shall be common stock and shall not be subject to assessment.

VI.

The name and post office address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Richard G. Carter	1423 Oriole Way Boise, Idaho 83709
Paul W. Sudmeier	5609 Fieldcrest Drive Boise, Idaho 83704
John M. Day	753 Harcourt Road Boise, Idaho 83702
P. Brian Fitzgerald	10466 Treeline Street Boise, Idaho 83704
John L. Traverso	4224 Creswell Avenue Boise, Idaho 83704

VII.

The first Board of Directors shall consist of five (5) 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.

The following persons are named Directors of the corporation to serve until their successors are elected and qualified: Richard G. Carter, Paul W. Sudmeier, John M. Day, P. Brian Fitzgerald and John L. Traverso.

VIII.

All or any meetings of the Shareholders, or the Board of Directors may be held within or without the State of Idaho.

IX.

No Shareholder of this corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of this corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of this corporation authorized by these Articles of Incorporation or by any amended Articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing Shareholders.

IN WITNESS WHEREOF We the undersigned have signed duplicate originals of these Articles of Incorporation this 21 day of August, 1984.

Richard G. Carter
Richard G. Carter

Paul W. Sudmeier
Paul W. Sudmeier

John M. Day
John M. Day

P. Brian Fitzgerald
P. Brian Fitzgerald

John L. Traverso
John L. Traverso

STATE OF IDAHO)
County of Ada) : ss

I, the undersigned, a Notary Public, do hereby certify that on this 21 day of August, 1984, personally appeared before me RICHARD G. CARTER, PAUL W. SUDMEIER, JOHN M. DAY, P. BRIAN FITZGERALD and JOHN L. TRAVERSO, whom being by me first duly sworn, severally declared that they are the Incorporators, and that they signed the foregoing document as such of the corporation ICFL DISTRIBUTION SERVICES, INC., and that the statements therein contained are true.

Margaret A. Cook
Notary Public in and for said
County and State