



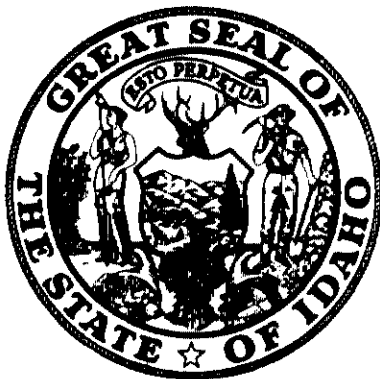
**CERTIFICATE OF INCORPORATION
OF**

WESTERN ALLIANCE 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: June 16, 1988



SECRETARY OF STATE

by: _____

JUN 16 9 31 AM '88
ARTICLES OF INCORPORATION
SECRETARY OF STATE OF
WESTERN ALLIANCE INC.

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

ARTICLE I

The name of the corporation is Western Alliance Inc.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 5,000, \$1.00 par value.

ARTICLE V

There are no provisions denying preemptive rights.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are the By-Laws of the corporation.

ARTICLE VII

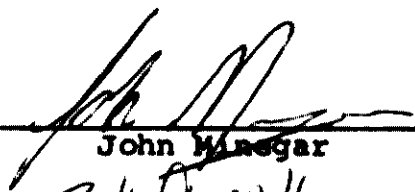
The address of the initial registered office of the corporation is 5216 Kootenai Street Boise, Idaho, 83705 and the name of it's initial registered agent at such address is John Minegar.


ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is two (2), and the name and address of the persons who are to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

NAME	ADDRESS
Bill Carroll	563 Trini Kuna, Id. 83634
John Minegar	5216 Kootenai Boise, Id. 83705

Dated June 15, 1988



John Minegar


Bill Carroll