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State of Idaho

Department of State

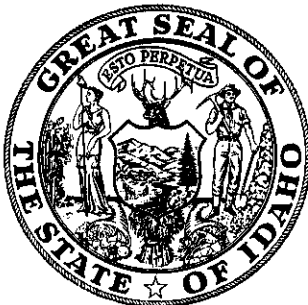
CERTIFICATE OF INCORPORATION OF

AMERICAN-WESTERN PROFESSIONAL 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 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: March 1, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeBrien*

ARTICLES OF INCORPORATION
OF

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AMERICAN-WESTERN PROFESSIONAL

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SERVICES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, have this day voluntarily associated ourselves together for the purpose of of forming a corporation under the laws of the State of Idaho pursuant to the provisions of the Idaho Business Corporation Act (Title 30) and that we hereby certify and adopt the following Articles of Incorporation:

FIRST:

That the name of this corporation is

“ AMERICAN-WESTERN PROFESSIONAL SERVICES, INC. “

SECOND:

The period of duration of this Corporation shall be of perpetual existence.

THIRD:

The purpose and objects of the Corporation is to engage in any or all lawful act or activity for which a corporation may be organized under the laws of the Idaho Business Corporation Act (Title 30) of the State of Idaho.

FOURTH:

The total aggregate number of shares of capital stock which the corporation shall have authority to issue is 100,000 (one hundred-thousand) shares of Common Stock having no par value. Such shares are to consist of one class only and said stock shall be non-assessable.

FIFTH: All of the shares of stock issued shall be common stock and all shares shall have equal value, without preferences, limitations or differences in rights with respect to other shares.

SIXTH: Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH: The address of the Corporation's registered agent, and his address is as follows:

Kevin W. FitzPatrick
East 3445 Thomas Lane / P.O. Box 873
Coeur d'Alene, Idaho 83816-0873

EIGHTH: The affairs of the corporation shall be conducted by a Board of Directors, which shall consist of not less than two (2) persons and not more than five (5) persons as the stockholders may direct; such board of Directors shall be elected at the annual meeting of the stockholders and such directors shall hold office for one (1) year or until their successors are elected and qualified. The initial Board of Directors shall consist of two (2) members and the names and addresses of the persons who are to serve as the initial Board of Directors until the first annual meeting of shareholders, or until their successors are elected and qualify are as follows:

Name:

Dalene FitzPatrick * President/Treasurer
P.O. Box 873 Coeur d'Alene, Idaho 83816-0873

Kevin W. FitzPatrick * Vice-President/Secretary
P.O. Box 873 Coeur d'Alene, Idaho 83816-087

NINTH:

The names and Post Office addresses of each of the incorporators of this corporation are as follows:

Kevin W. FitzPatrick * P.O. Box 873 Coeur d'Alene, Idaho 83816
Dalene FitzPatrick * P.O. Box 873 Coeur d'Alene, Idaho 83816

TENTH:

In addition to the power conferred by statue upon the shareholders to amend, repeal or adopt By-Laws, the By-Laws of this corporation may be amended or repealed and new By-laws adopted by a majority of the directors of this corporation, provided, however, that the Board of Directors shall not make or alter any By-Laws fixing their qualifications, classification, term of office or compensation.

IN WITNESS WHEREOF, we have hereunto set our hands this 26th day of February, 1993

Dalene Fitzpatrick Dalene FitzPatrick-President/Treasurer
Kevin W. FitzPatrick Kevin W. FitzPatrick-Vice Pres./Sec.

STATE OF IDAHO }
 } ss.
County of Kootenai }

On this 26 day of February 1993, before me , the undersigned, a Notary Public in and for said state, personally appeared before me, Kevin W. FitzPatrick and Dalene FitzPatrick, known to me to be the persons whose names are subscribed to the within and foregoing instrument, and acknowledged to me that they executed the same, and that they were persons of lawful and and citizens of the United States of America.

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

Pamela J. Bateman Notary Public for Idaho
Residing at Bank of America, Shoshone
My commission Expires: 1/22/99

