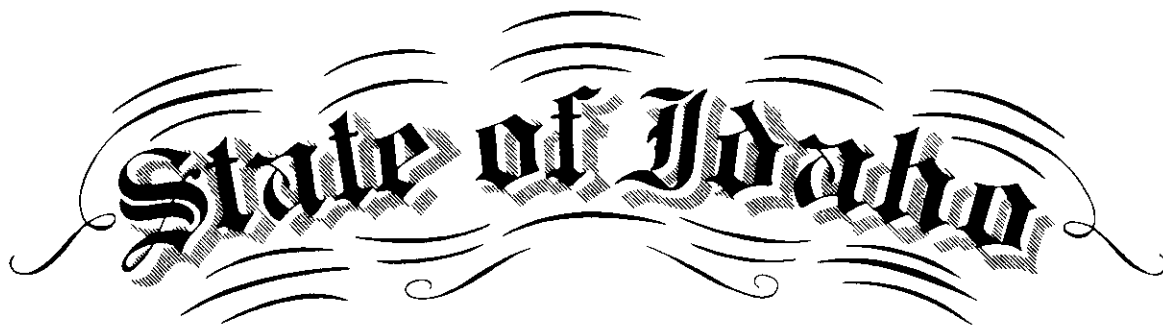




CERTIFICATE OF INCORPORATION
OF

3 D LEASING & BROKERAGE, INC.

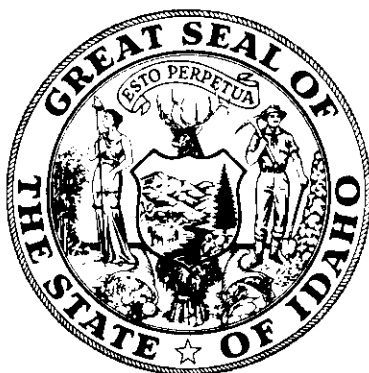
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

3 D LEASING & BROKERAGE, 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 8, 1984*



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Denise Hiner*

Nov 8 6 45 PM '84
STATE

ARTICLES OF INCORPORATION
OF
3 D LEASING & BROKERAGE, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being all bona fide citizens of the United States of America, being of full age, do, under and in pursuance of the general corporation laws of the State of Idaho, hereby organize, constitute and associate ourselves, and such other persons as may hereafter become associated with us, into a body politic and corporate, and to that and execute the following ARTICLES OF INCORPORATION, and we do hereby set forth and declare as follows:

ARTICLE I

That the name of this corporation is, and shall be hereinafter known as 3 D LEASING & BROKERAGE, INC. .

ARTICLE II

That the principal office of this corporation shall be Suite 210 410 Yellowstone Avenue, Pocatello, Idaho 83201, in Bannock County, Idaho, and that other offices for the transaction of the business of the corporation shall be established by the Board of Directors from time to time, both within and outside the State of Idaho, and that the meetings of the Board of Directors may be had pursuant to the provisions of the By-Laws at the principal office or at such other places as the By-Laws provide.

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV

The purposes for which this corporation is formed are as follows:

(a) To institute, enter into, assist, conduct, perform, carry on, or participate in every kind of brokerage for the transportation of cargo by truck, both inter and intra state, for a fee, without limiting the type of cargo, but in general will be of the type that is considered a non-hazardous commodity, to be transported over the highway systems of the United States of America, or any of the surrounding foreign countries that allow inter-national commerce with the citizens, both corporate and individual, of the United States of America.

(b) To buy, sell, hold, acquire, own, mortgage, hypothecate, convey, transfer, lease, exchange, trade, and dispose of real and personal property.

(c) To invest the capital of the corporation for any of the purposes aforesaid, and in building or otherwise improving or adding to the marketable value of the lands or other properties from time to time acquired by the corporation.

(d) Subject to the provisions of the law, the corporation may purchase or otherwise acquire, hold, and reissue the shares of its capital stock.

(e) To acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association, or associations, corporation or corporations, on such terms and conditions as may be agreed on, and to pay for the same in cash, stock bonds, debentures, or other securities of this corporation or otherwise; to acquire and undertake any or all part of the business assets and liabilities of any person, firm, association or corporation.

(f) In the purchase of or acquisition of property business rights or franchises, or the sale thereof, 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 of other disposition of bonds, warrants, debentures, obligations, negotiable and transferrable instruments, and evidences of indebtedness of all kinds, whether secured instruments by mortgage, pledge, deed of trust or other wise.

(g) To enter into, make, perform and carry out contracts of every sort and kind with any person, firm, association, corporation, private, public or municipal, or body politic and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(h) In general, but in connection with the foregoing, the corporation may carry on any other business and have and exercise all powers conferred by the Laws of the State of Idaho upon corporations formed under the laws of said State; it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the corporation.

(i) To carry on the business of leasing selling or operating over the road tractors, trucks and trailers for the purpose of hauling commodities of all types in intra and inter state commerce.

ARTICLE V

The corporate powers, business and property of the corporation shall be exercised, conducted and controlled by a board of directors consisting of not less than three (3) nor more than five (5) directors who shall be elected by the stockholders in accordance with the By-Laws and who shall have the power to repeal, amend and adopt new By-Laws of and for the corporation, and to hold their meetings pursuant to the provisions of the By-Laws, and at such places and at such times as the said Board of Directors may, by resolution, direct, or by act of the Board fix, both within and outside of the State of Idaho.

ARTICLE VI

That the amount of the authorized capital stock shall be of two classes as follows:

(a)COMMON VOTING; There shall be TWO THOUSAND FIVE HUNDRED common voting shares with a par value of TWO DOLLARS (\$2.00).

(b)COMMON NON VOTING: There shall be TWO THOUSAND FIVE HUNDRED common non voting shares with a par value of TWO DOLLARS (\$2.00)

ARTICLE VII

That the amount of said stock shall be non-assessable.

ARTICLE VIII

That the Statutory agent of the said Corporation shall be:

STEVE DeROCHE
Suite 210
410 Yellowstone Avenue
Pocatello, Idaho 83201

ARTICLE IX

That the amount of said capital common voting stock that has been actually subscribed is three (3) shares, and the names and addresses of the persons who have subscribed therefore and the number of shares subscribed by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>
RAY D. DeROCHE	350 Tana Lane Blackfoot, Idaho 83221	1

DOUGLAS RAY DeROCHE

Route 2, Box 378
Shelley, Idaho 83274

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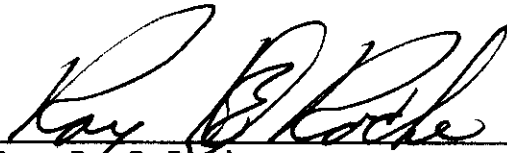
STEVE DeROCHE

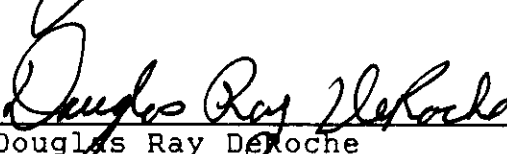
845 Barton Road
Pocatello, Idaho 83204

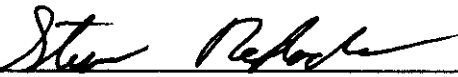
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That the foregoing named incorporators are all persons of full age, and fully competent and that all of them are citizens of the United States of America.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of March, 1984.


Ray D. DeRoche


Douglas Ray DeRoche


Steve DeRoche

STATE OF IDAHO

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: ss

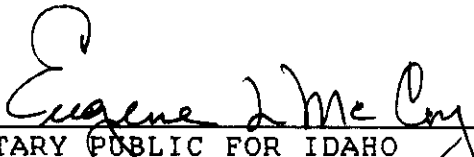
County of Bannock

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On this 2nd day of March, 1984, before me the undersigned, a Notary Public in and for said State Personally appeared Ray D. DeRoche Douglas Ray DeRoche, and Steve DeRoche, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they 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.

(SEAL)


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello, Idaho