

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

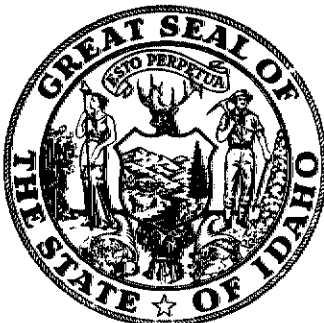
FRONTLINE MANAGEMENT CONSULTANTS, INC.

File number C 108736

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: December 19, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

**ARTICLES OF INCORPORATION
OF
FRONTLINE MANAGEMENT CONSULTANTS, INC.**

DEC 19 3 29 PM '94
SECRETARY OF STATE

KNOW ALL BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, do hereby certify, declare and adopt the following Articles of Incorporation:

1. **NAME:** The name of the Corporation is Frontline Management Consultants, Inc.

2. **PURPOSES:** The nature of the business, or objects or purposes to be transacted, promoted, or carried on by the Corporation are:

a.) To provide management services.

b.) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

3. **STOCK:** The Corporation shall have the authority to issue the aggregate number of 10,000 shares of no par value common stock. Said shares shall be of one class only.

4. **DURATION:** The Corporation is to have perpetual existence.

5. **BOARD OF DIRECTORS:** The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least 18 years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be two. None of the directors needs to be a stockholder of the Corporation or a resident of the State of Idaho.

The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
D. Theiler	1001 Owyhee St. Boise, Idaho 83705
Julie Theiler	1001 Owyhee St. IDAHO SECRETARY OF STATE Boise, Idaho 83705 50346 2 CK #: 2494 CUST# 12371 CORP 1@ 100.00= 100.00

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6. **LIMITED LIABILITY:** The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

7. **INDEMNIFICATION:** The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including legal fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, to the extent and under the circumstances permitted by the Idaho Business Corporation Act.

Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the Idaho Business Corporation Act. Such determination shall be made (1) by a majority vote of quorum of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

8. **MEETINGS OF STOCKHOLDERS:** Meetings of the stockholders may be held outside the State of Idaho, if the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

9. **AMENDMENT OF ARTICLES:** The Corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner now or hereafter prescribed by statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. **INCORPORATORS:** The name and place of residence of the incorporators are as follows:

D. Theiler

1001 Owyhee St.
Boise, Idaho 83705

Julie Theiler


1001 Owyhee St.
Boise, Idaho 83705

11. **REGISTERED OFFICE AND AGENT:** The address of the registered office of this Corporation in the State of Idaho and the name of the registered agent at this address is: D. Theiler, 1001 Owyhee St., Boise, Idaho 83705. The registered office may be changed to such other location in the State of Idaho, as the Board of Directors may thereafter determine.

12. **LIMITATION OF DIRECTORS' LIABILITY:** A director of this corporation shall not be personally liable to this corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to this corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 30-1-48, Idaho Code, or (d) for any transaction from which the director derived an improper personal benefit. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED December 16, 1994.


D. Theiler

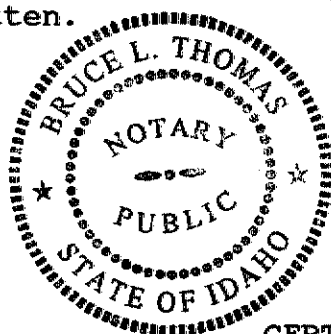

Julie Theiler

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of December, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared D. Theiler, known or identified 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.



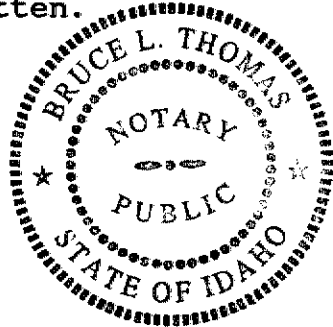
Bruce L. Thomas
Notary Public for Idaho
Residing at Boise
My Commission Expires: 12/24/2000

CERTIFICATE OF ACKNOWLEDGEMENT

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of December, 1994, before me, the undersigned, a Notary Public in and for said State, personally appeared Julie Theiler, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she 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.



Bruce L. Thomas
Notary Public for Idaho
Residing at Boise
My Commission Expires: 10/24/2000