

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

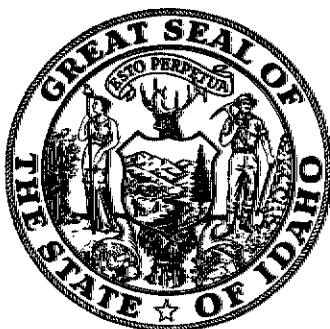
EXECUTIVE TRAINING RESOURCES, INC.

File number C 111581

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: August 3, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sibel*

AUG 3 9 17 AM '95

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
EXECUTIVE TRAINING RESOURCES, INC..**

The undersigned person hereby states the following in order to form a corporation pursuant to the Idaho Business Corporation Act:

1. The name of this corporation is Executive Training Resources, Inc..
2. This corporation is incorporated in perpetuity.
3. The corporation is authorized to issue 1,000 shares of stock and each share shall have no par value.
4. The initial registered office of this corporation shall be located at 1230 N. Skyline Drive, Idaho Falls, Idaho 72114, and the name of the registered agent of this corporation at that address is Phyllis W. Arrington.
5. The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Phyllis W. Arrington	1230 N. Skyline Drive Idaho Falls, Idaho 83402

6. The nature of the business of the corporation and the object or purposes proposed to be transacted, promoted or carried on by it are as follows:
 - (a) To conduct the business of providing management training;
 - (b) To conduct the business of providing computer training;
 - (c) To transact any and all lawful business for which corporations may be incorporated under this act;
 - (d) To exercise all of the powers enumerated in Sec. 30-1-4 of the Idaho Business Corporation Act.
7. The President of the corporation shall have the authority on behalf of the corporation to enter into any contract between the corporation and all of its shareholders (a) imposing restrictions on the future transfer (whether inter vivos, by inheritance or testamentary gift), hypothecation or other disposition of its shares; (b) granting purchase options to the corporation or its shareholders; (c) granting the corporation the right to purchase the shares of its shareholders.

1 @ 100.00 = 100.00

tion or its shareholders to purchase such shares upon stated contingencies.

8. The number of Directors constituting the initial Board of Directors shall be one (1).
The members of the initial Board of Directors and her post office address is :

Name

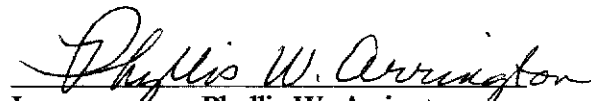
Address

Phyllis W. Arrington

1230 N. Skyline Drive
Idaho Falls, Idaho 83402

9. All shares of stock issued by the corporation shall be represented by certificates.

EXECUTED this 1st day of AUGUST 1995.


Incorporator - Phyllis W. Arrington