

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

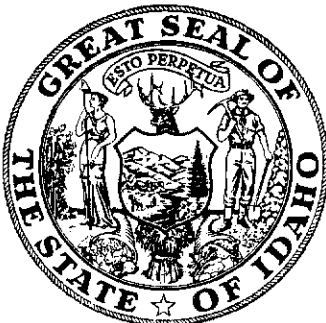
PERSONAL SERVICES GROUP, INC.

File number C 115942

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 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ava Sibley*

ARTICLES OF INCORPORATION
OF
PERSONAL SERVICES GROUP, INC.

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IDaho SECRETARY OF STATE
DATE 08/01/1996 0900 - 15335
EX #: 324% CUST# 20522
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The undersigned, acting as the incorporator of a corporation (the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act; Chapter 1, Title 30, Idaho Code (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Personal Services Group, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES; RESTRICTIONS

Section 1. Number and Par Value. The aggregate number of shares of capital stock that the Corporation will have authority to issue is 100,000 shares, of one class only, which will be designated as common stock. The par value of each share is \$.01.

Section 2. Dividends. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the laws of the State of Idaho, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 3. Stock Nonassessable. Except to the extent provided in § 30-1306, Idaho Code, the private property of the shareholders of the Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever, and

shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the Corporation.

Section 4. Voting Power. The entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the common stock, who shall be entitled to one vote for each share of common stock held by them of record.

Section 5. Restriction on Transfer of Shares. No shareholder of the Corporation may sell or transfer shares except to another individual who is eligible to be a shareholder of the Corporation, and such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specially called for such purpose, by a majority of the outstanding stock of the Corporation.

ARTICLE I. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 930 West Ashbourne, Eagle, Idaho 83616, and the name of its initial registered agent at that office is Gary E. Wallis.

ARTICLE II. BOARD OF DIRECTORS

The number of Directors of the Corporation will be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is two (2) and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Gary E. Wallis	930 West Ashbourne Eagle, Idaho 83616
Linda Greer	4806 N. Fortune Apt. 102 Boise, Idaho 83703

ARTICLE III. INCORPORATOR

The name and address of the incorporator of the Corporation are:

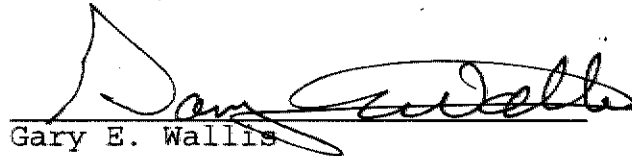
Name

Address

Gary E. Wallis

930 West Ashbourne
Eagle, Idaho 83616

Dated this 31 day of July, 1996.



Gary E. Wallis