

**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

***THE LOCATOR INTERNATIONAL CORPORATION***

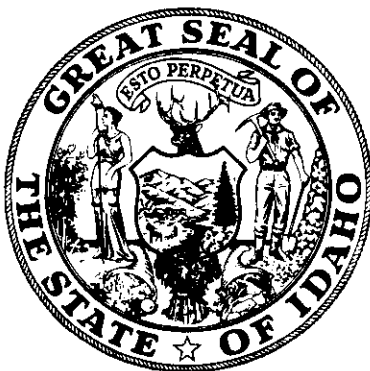
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

***THE LOCATOR INTERNATIONAL 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 July 20, 19 81.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF  
THE LOCATOR INTERNATIONAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS that we, the undersigned have this day voluntarily associated ourselves for the purpose of forming a corporation under the laws of the State of Idaho, and hereby adopt Articles of Incorporation as follows:

I.

The name of this corporation shall be: THE LOCATOR INTERNATIONAL CORPORATION.

II.

The duration of this corporation shall be perpetual.

III.

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

IV.

The amount of capital stock of this corporation shall consist of the following:

5,000 shares of preferred, non-voting stock, of the aggregate value of \$5,000, each share having a par value of \$1.00.

and

5,000 shares of voting, common stock having an aggregate value of \$5,000, each share having a par value of \$1.00.

The following rights, privileges, and conditions shall attach to the preferred, non-voting stock: the holders of the preferred stock shall be entitled to receive in each year out of the surplus net proceeds of the corporation a yearly dividend of not less than 6% which said percent shall be determined by Resolution

of the Board of Directors each year, and which dividend shall be set apart or paid before any dividend is paid on the common stock. Dividends to preferred stock holders, when earned, shall be payable semi-annually or at such other times during the said year in which they are earned as determined by Resolution of the Board of Directors. Dividends to preferred stock holders shall be non-cumulative so that any dividend to preferred stock holders not paid in the year earned shall not carry and cumulate unto the following year or years.

In case of the liquidation or the dissolution of the Corporation, the holders of the preferred stock shall be entitled to be paid in full both the share value of their shares and that year's accrued dividend before any amount shall be paid to holders of the common stock; and the holders of the common stock shall be entitled pro-ratably to the remaining assets and funds of the corporation.

The holders of the shares of common stock of this corporation shall be entitled to one vote for each share owned. In the event a share holder holding common, voting stock of this corporation desires to sell his shares of stock, he must first offer them for sale to the corporation, then to the remaining shareholders of the common, voting stock, and then to share holders of the preferred non-voting stock. It being the intent to give the corporation a first preference, the shareholders of the common, voting stock a second preference, and the shareholders of preferred, non-voting stock a third preference in the purchase of such shares; and any attempted sale in violation of this provision is null and void.

A shareholder desiring to sell his stock shall file notice in writing of his intention to so do stating therein the terms and conditions of sale to a bona fide purchaser for value, which notice shall be filed with the secretary of the corporation, and the corporation shall then have thirty days within which to

accept; and if not so accepted, the shareholders of the common stock shall have 15 days thereafter within which to accept the terms; and if not so accepted within that time, they shall be deemed to have waived their privilege of purchasing and the holders of the preferred, voting stock shall have 15 days thereafter within which to meet the terms and conditions of said proposed sale; and if they shall not do so within that time, they shall be deemed to have waived their privilege of purchasing and the selling stockholder shall be at liberty to sell to the said bona fide purchaser for value.

V.

The address of the initial registered office of this corporation is: Route #1, Box 276, Rathdrum, Idaho, 83858; and the name of its registered agent at that address is Don G. Castleberry.

VI.

The initial Board of Directors, who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

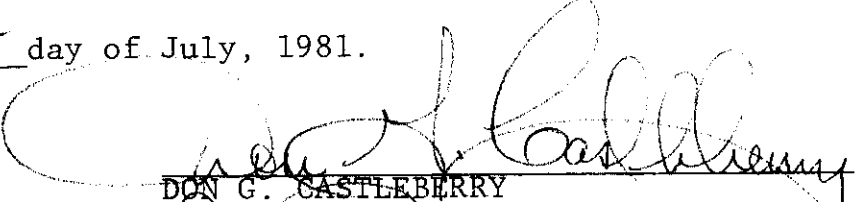
<u>Name:</u>	<u>Address:</u>
Don G. Castleberry	Route #1, Box 276 Rathdrum, Idaho 83858
Donna M. Castleberry	Route #1, Box 276 Rathdrum, Idaho 83858

VII.

The names and addresses of each of the incorporators are as follows:

<u>Name:</u>	<u>Address:</u>
Don G. Castleberry	Route #1, Box 276 Rathdrum, Idaho 83858
Donna M. Castleberry	Route #1, Box 276 Rathdrum, Idaho 83858

DATED this 15 day of July, 1981.

  
DON G. CASTLEBERRY

  
DONNA M. CASTLEBERRY

STATE OF IDAHO            )  
County of Kootenai    ) ss.

On this 15 day of July, 1981, before me, the undersigned Notary Public in and for Idaho, personally appeared DON G. CASTLEBERRY and DONNA M. CASTLEBERRY, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

  
Notary Public for Idaho  
Residing at Coeur d'Alene