



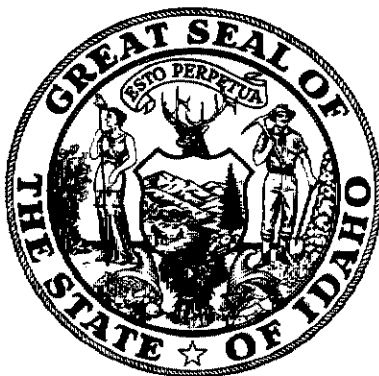
**CERTIFICATE OF INCORPORATION
OF**

DOWN RITE INCORPORATED

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: July 3, 1989



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
DOWN RITE INCORPORATED

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KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being over the age of eighteen (18) years, and for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certify and adopt the following Articles of Incorporation in duplicate:

ARTICLE I

The name of this Corporation shall be DOWN RITE INCORPORATED, and its existence shall be perpetual.

ARTICLE II

1. The Corporation shall have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which the Corporation is incorporated.

2. In furtherance of and not in limitation of the general powers conferred by the laws of the State of Idaho, it is expressly provided that this Corporation shall also have the following powers:

(a) To provide a means and method of evaluating, examining, financing, licensing, purchasing, expediting, developing, testing, producing and marketing in whole or in part all invention, formulas, machines, scientific instruments, and any other product or service of any and/or every kind and character for the benefit of the shareholders of this corporation, for their financial gain and for the benefit of society in general.

(b) To employ technicians, experts, and engineers in every branch of scientific skill and endeavor, and to initiate, direct and supervise their efforts in

research, surveys, and investigations in any and all branches and fields of science and technology and in connection with any matter or thing, enterprise project conducted and/or to be conducted by or under the supervision of this corporation.

(c) To assemble data and findings, and to compile, reports papers, pamphlets, and books based thereon, practical and theoretical, upon and/or in connection with any branch and/or field of science or technology.

(d) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge and otherwise deal in the stock of this Corporation provided that money or property of the Corporation shall not be used for purchase of shares of its own stock when such use would cause any impairment of the capital of the Corporation. The Corporation shall not be entitled to vote, either directly or indirectly, on any shares of its own stock which it may hold.

(e) To acquire by purchase or otherwise and to own, hold, cancel, reissue, sell, pledge, and otherwise deal in the bonds, debentures, notes, and other securities and obligations of this Corporation.

(f) To borrow money and give security therefore.

(g) To enter into, make, perform and carry out contracts of every kind of any lawful purpose pertaining to its business, with any individual, entity, firm, association or corporation, or with any government, municipality or public authority, domestic or foreign.

(h) To do everything necessary, proper, convenient or incidental to the accomplishment of this Corporation or which is calculated directly or indirectly to promote the welfare or interests of the Corporation or enhance the value or render profitable any of its property or rights.

(i) To do any and all of the things in this Article set forth to the same extent a natural person might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, either alone or in the company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, to exercise any power or do any act which a

corporation formed under the Uniform Business Corporation Act of the State of Idaho, or any amendment thereto or substitute therefore may not at any time lawfully carry on or do.

ARTICLE III

Shareholders of this Corporation shall have pre-emptive rights to acquire additional shares offered for sale by the Corporation.

ARTICLE IV

1. The location and post office address of the registered office of the Corporation in the State of Idaho shall be:

3324 North Government Way
Coeur d'Alene, Idaho 83814

2. The registered agent of the Corporation shall be BELINDA L. VITALE, whose address is 3324 North Government Way, Coeur d'Alene, Idaho 83814.

ARTICLE V

1. The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (100,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares shall have a par value of One Dollar (\$1.00) per share and a cumulative par value of One Hundred Thousand Dollars (\$100,000.00).

3. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation and in any manner now or hereafter prescribed or permitted by statute. All rights of

Shareholders of the Corporation are granted subject to this reservation.

ARTICLE VI

1. The number of Directors of the Corporation shall be fixed as provided by the Bylaws and may be changed from time to time by amending the Bylaws, as therein provided, but the number of Directors shall not be less than one (1) nor more than nine (9).

2. In furtherance of and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to make, alter, and repeal the Bylaws of the Corporation, subject to the power of the Shareholders of the Corporation to change or repeal such Bylaws.

3. The Corporation may enter into, contract and otherwise transact business as vendor, purchaser, or otherwise with its Directors, Officers and Shareholders and with the corporations, associations, firms and entities in which they are or may become interested as directors, officers, shareholders, members or otherwise as freely as if those such adverse interests did not exist, even though the vote, action or presence of such directors, officers or shareholders may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contracts or transactions shall be avoided and no such Director, Officer or Shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the

Corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction; provided that in the case of Directors and officers of the Corporation (but not in the case of Shareholders who are not Directors or officers) the nature of the interest of such Directors or officers, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation at the meeting thereof at which such contract or transaction was authorized or confirmed. A general notice that a Director or Officer of the Corporation is interested in any corporation, association, firm or entity, shall be sufficient disclosure as to such Director or Officer with respect to all contracts and transactions with the corporation, association, firm or entity.

4. Any contract, transaction or act of the Corporation or of the Directors or of any officers of the Corporation which shall be ratified by a majority of a quorum of the Shareholders of the Corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and binding as though ratified by every Shareholder of the Corporation.

5. The Corporation shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers, or who, at the request of the Board of Directors of the Corporation, may serve or at any time have served as Directors or Officers of another corporation in which the

Corporation at such time owned or may own shares of stock, or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers, or a Director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise.

6. The first Directors of this Corporation shall be five (5) in number and their post office addresses are as follows:

Name	Address
RONALD F. HOWARD	S. 107 Neyland #3 Liberty Lake, Wa. 99019
ROGER H. VITALE	3324 N. Government Way P. O. Box 2046 Coeur d'Alene, Idaho 83814

BELINDA L. VITALE

3324 N. Government Way
Coeur d'Alene, Idaho 83814

7. The term of the first Directors shall be until the first annual meeting of the Shareholders of the Corporation to be held on the 1st Monday of January, 1990, and until their replacements are elected and qualified.

ARTICLE VII

The name and post office address of the incorporator is as follows:

RONALD F. HOWARD

S. 107 Neyland #3
Liberty Lake, Wa. 99019

ROGER H. VITALE

3324 N. Government Way
P. O. Box 2046
Coeur d'Alene, Idaho 83814

IN WITNESS WHEREOF, the incorporator hereinabove named has set his hand in duplicate this 15th day of June, 1989.

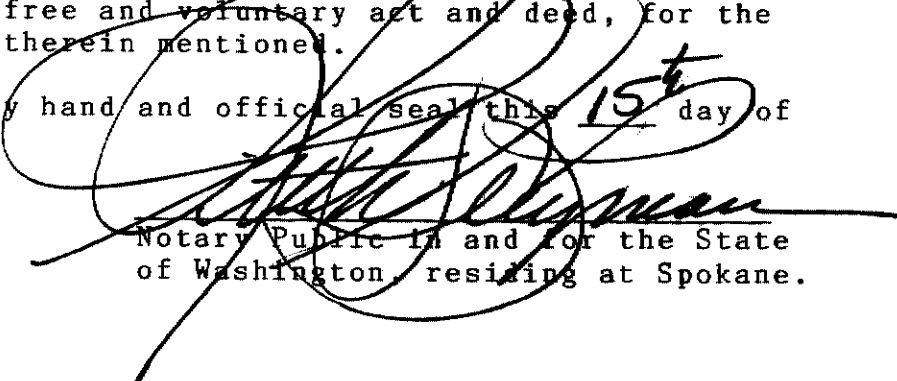

Ronald F. Howard


Roger H. Vitale

STATE OF WASHINGTON)
)ss.
County of Spokane)

On this day personally appeared before me, RONALD F. HOWARD and ROGER H. VITALE, to me known to be the individuals described in and who executed the within and foregoing ARTICLES OF INCORPORATION, and acknowledged that they signed the same as their free and voluntary act and deed, for the uses and purposes therein mentioned.

GIVEN under my hand and official seal this 15th day of June, 1989.


Notary Public in and for the State
of Washington, residing at Spokane.