

State of Idaho

Department of State

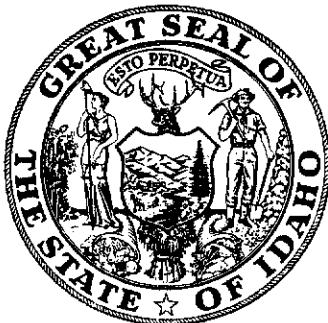
CERTIFICATE OF INCORPORATION OF

U S TIMBER CO. SOUTH
File number C 113912

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: February 27, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Chae Seibel*

ARTICLES OF INCORPORATION
OF
U S TIMBER CO. SOUTH

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST

The name of the corporation is U S TIMBER CO. SOUTH.

SECOND

The period of its duration is perpetual.

THIRD

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

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 100,000 with a par value of \$1.00 per share.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

Additional provisions for the regulation of the internal affairs of the corporation are: None.

SEVENTH

The location of the initial registered office of the corporation is 1755 Westgate Drive, Suite 230, Boise, Idaho 83704 and the name of its initial registered agent is Jack Adkins.

EIGHTH

The number of directors constituting the initial Board of Directors is two, and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and

FEB 27 1996
SECRETARY OF STATE
DATE 02/27/1996 0900 40911
STATE OF IDAHO
CLERK # 15935
1007000196
100.00

qualified are:

NAME

ADDRESS

Brad Bower

1755 Westgate Drive
Boise, ID 83704

Jack Adkins

1755 Westgate Drive
Boise, ID 83704

NINTH

The name and address of the incorporator is as follows:

NAME

ADDRESS

Jack Adkins

1755 Westgate Drive
Boise, ID 83704

TENTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

27 IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of February, 1996.



Jack Adkins

U S TIMBER CO.
1755 N. Westgate, Suite 230
Boise, Idaho 83704
Telephone: (208) 323-9300

FEB 27 3 08 PM '96

SECRETARY OF STATE
STATE OF IDAHO

February 27, 1996

Idaho Secretary of State
Statehouse
Boise, Idaho 83702

Re: U S Timber Co. South

Gentlemen:

You are hereby authorized to issue a certificate of incorporation to a the above referenced new Idaho corporation, whose principals are the same as the undersigned corporation.

U S TIMBER CO.

By 
Jack Adkins, Secretary