



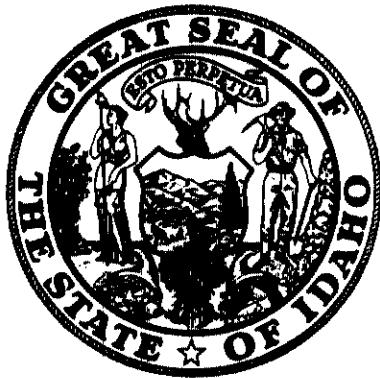
**CERTIFICATE OF INCORPORATION  
OF**

**ALLCOTT CAPITAL 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 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: January 26, 1990



  
\_\_\_\_\_  
Pete T. Cenarrusa

SECRETARY OF STATE

by:   
\_\_\_\_\_  
E:\pete\MP\jewell

Jan 26 4:18 PM '90  
ARTICLES OF INCORPORATION

SECRETARY OF STATE

OF

ALLCOTT CAPITAL CORPORATION

The undersigned, acting as incorporator of ALLCOTT CAPITAL CORPORATION, a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ALLCOTT CAPITAL CORPORATION.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporation may be incorporated under the Idaho Business Corporation Act and as such may be amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is TWO HUNDRED FIFTY THOUSAND (250,000) shares of common stock of a par value of \$1.00 per share, an aggregate total capital of TWO HUNDRED FIFTY THOUSAND AND NO/100 DOLLARS (\$250,000.00).

FIFTH: Provisions denying preemptive rights are: There are no preemptive rights.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: The By-Laws shall set the number of and qualifications of Directors and Officers and shall set forth any restrictions, if any, on the transfer of shares.

SEVENTH: The address of the initial registered office of the corporation is 1718 N. 20th, Boise, ID 83702 and the name of its initial registered agent at such address is JACK BUETTGENBACH.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is as set forth in the By-Laws, and the name and address of the person who is to serve as Director until the first annual meeting of the Shareholders or until his successor is elected and shall qualify is:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN E. ALLCOTT	606 E. Pheasant Way Bountiful, UT 84010

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
KEVIN E. ALLCOTT	606 E. Pheasant Way Bountiful, UT 84010

DATED this 26 day of January, 1990.

  
KEVIN E. ALLCOTT