

State of Idaho

Department of State

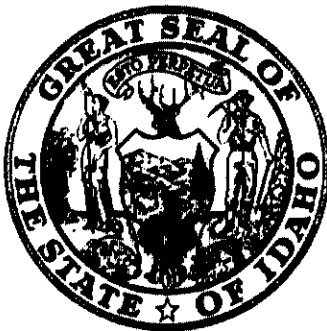
CERTIFICATE OF INCORPORATION OF

W.H. SHARLIE, INC.

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: December 27, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonny Coulson
Corporation Clerk

ARTICLES OF INCORPORATION

of

W.H. SHARLIE, INC.

Dec 27 3 45 PM '31
SECRETARY OF STATE

The undersigned natural persons of the age of 18 or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is W.H. SHARLIE, INC., and its duration shall be perpetual.

ARTICLE II

The address of the initial registered office of this corporation in the state of Idaho shall be 4320 Hillcrest Drive, Boise, Idaho 83705, and the name of the initial registered agent at that address shall be Richard P. Wilcomb.

ARTICLE III

The corporation is organized to engage in any and all lawful activities for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be five, and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Richard P. Wilcomb	4320 Hillcrest Drive Boise, Idaho 83705
Patricia A. Wilcomb	4320 Hillcrest Drive Boise, Idaho 83705

ARTICLE V

The aggregate number of shares that this corporation shall have authority to issue shall be 10,000 of no par value.

Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Votes may not be cumulated.

ARTICLE VI

To the fullest extent permitted by law, this corporation shall have the power to indemnify any person and to advance expenses incurred or to be incurred by such person in defending a civil, criminal, administrative or investigative action, suit or proceeding threatened or commenced by reason of the fact said person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Any such indemnification or advancement of expenses shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office. Any indemnification or advancement of expenses so granted or paid by the corporation shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such a person.

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) for liability imposed for failure to comply with the applicable legal standard of conduct for a director in any of the circumstances described in Section 30-1-48, Idaho Code; or (iv) for any transaction from which the director derives an improper personal benefit.

ARTICLE VII

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Richard P. Wilcomb	4320 Hillcrest Drive Boise, Idaho 83705
Patricia A. Wilcomb	4320 Hillcrest Drive Boise, Idaho 83705

27th IN WITNESS WHEREOF, we have hereunto set our hands this day of December, 1991.

Richard P. Wilcomb
Richard P. Wilcomb

Patricia A. Wilcomb
Patricia A. Wilcomb

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of December, 1991, before me, the undersigned, a Notary Public in and for said County, personally appeared RICHARD P. WILCOMB and PATRICIA A. WILCOMB, known or identified to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

J. Charles Blanton
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 2/18/92