

State of Idaho

Department of State

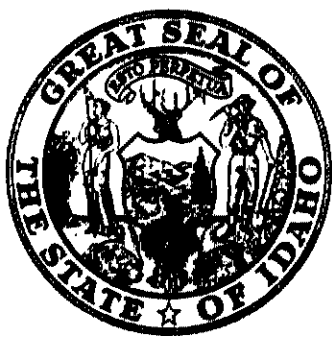
CERTIFICATE OF INCORPORATION OF

WESTERN INVESTMENTS, 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 30, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Jonya Coulson

Corporation Clerk

DUPLICATE
ORIGINAL

ARTICLES OF INCORPORATION
SECTION 31-1-1

OF 91 DEC 30 AM 10 05

WESTERN INVESTMENTS, INC.

The undersigned, 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 WESTERN INVESTMENTS, INC.

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

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

ARTICLE IV.

The total amount of capital of this corporation is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00), divided into shares, each of the par value of ONE and NO/100 (\$1.00) DOLLAR per share. All of said stock shall be common stock and non-assessable having equal voting rights, powers, preferences, and restrictions.

ARTICLE V.

Randall W. Day
Counselor & Attorney at Law, P.A.
225 Main Street
P.O. Box 918
Bonners Ferry, ID 83805-0918
(208) 267-3197

The business of the Corporation shall be managed and conducted by a Board of Directors of not less than one (1) and not more than three (3) Directors. The Board of Directors shall be elected in the manner set forth in the By-Laws.

In addition to the powers and authority granted to the Directors in these Articles of Incorporation, and in addition to the powers and authority expressly conferred on them by statute, the Board of Directors of the Corporation shall have such additional powers and authority, not inconsistent with law, as may be set forth in the By-Laws.

ARTICLE VI.

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth by the By-Laws.

ARTICLE VII.

In furtherance and not in limitation of the powers conferred by the laws of the State of Idaho, the Board of Directors is expressly authorized to frame and adopt any such By-Laws for the corporation as are not inconsistent with the laws of the State of Idaho and these Articles of Incorporation. Any By-Laws so adopted by the Board of Directors may be amended or repealed by vote of holders of record of a majority of the corporation's capital stock at

any regular stockholder's meeting or at any special stockholder's meeting called for that purpose.

ARTICLE VIII.

The address of the initial registered office of the Corporation is 225 Main Street, Bonners Ferry, Idaho 83805, and the name of its initial registered agent at such address is RANDALL W. DAY.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:


NAME	ADDRESS
FRANKLIN SIEMENS	Box 8723 Station L Edmonton, Alberta Canada T6C-4J5

ARTICLE X.

The name and address of the incorporator is:

FRANKLIN SIEMENS
Box 8723 Station L
Edmonton, Alberta
Canada T6C-4J5

Executed in duplicate on this ___ day of _____, 19__.


FRANKLIN SIEMENS

STATE OF IDAHO:

ss

County of Boundary:

The undersigned notary public does hereby certify that on this ___ day of _____, 19___, personally appeared before me, FRANK SIEMANS, known/or identified to me, who being by me first duly sworn declare that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public for Idaho
Residing at Bonners Ferry
My Comm. Exp.: _____

Randall W. Day

Counselor & Attorney at Law, P.A.

225 Main Street

P.O. Box 918

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