



**CERTIFICATE OF INCORPORATION
OF**

JAMES M. DAVIES, 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: May 13, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Jack M. Mawhey*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

88 MAY 13 AM 8 58

JAMES M. DAVIES, INC.

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 JAMES M. DAVIES, INC.

SECOND: The period of its duration is perpetual.

THIRD: 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.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 3,000 at \$1.00 per share.

FIFTH: Provisions denying pre-emptive rights are none.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are as stated in the by-laws.

SEVENTH: The address of the initial registered office of the corporation is 715 Moran, Pocatello, Idaho 83202, and the name of its initial registered agent at such address is James M. Davies.

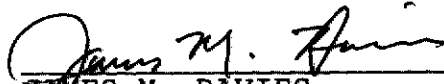
EIGHTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James M. Davies	715 Moran Pocatello, Idaho 83202
Sheryl S. Davies	715 Moran Pocatello, Idaho 83202

NINTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James M. Davies	715 Moran Pocatello, Idaho 83202

Dated this 2 day of MAY, 1988.

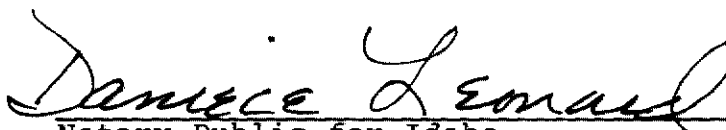


JAMES M. DAVIES
Incorporator

STATE OF IDAHO)
 : ss
County of Bannock)

On this 2nd day of May, 1988, before me, a
Notary Public in and for said state, personally appeared JAMES M.
DAVIES, known to me to be the person whose name is subscribed to
the foregoing instrument and acknowledged to me that he executed
the same.

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



Notary Public for Idaho
Residing at Pocatello

3. ARTICLES OF INCORPORATION OF
 JAMES M. DAVIES, INC.