



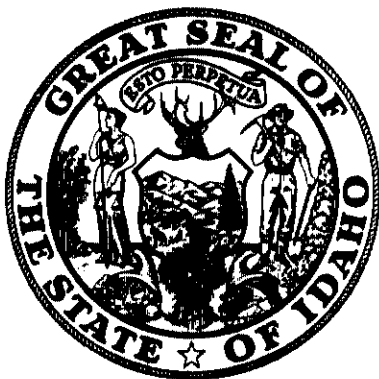
CERTIFICATE OF INCORPORATION
OF

PROSPECTS MANAGEMENT CO., 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: April 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Emilia M. G. G. G.*

ARTICLES OF INCORPORATION

APR 27 9 35 AM '90

OF

SECRETARY OF STATE

PROSPECTS MANAGEMENT CO., INC.

FIRST: The name of the corporation is Prospects Management Co., Inc.

SECOND: The period of its duration is perpetual.

THIRD: Its purpose is to transact the business of management consulting services and all other business not forbidden by law.

FOURTH: It shall have authority to issue 1,000 shares, all of one class, \$1.00 par value.

FIFTH: The address of its initial registered office is 2309 Mountain View Drive, Suite 230, Boise, Idaho 83706. The name of its initial registered agent at such address is Paul R. Norfolk.

SIXTH: The number of directors constituting its initial board of directors is four whose names and addresses are as follows:

Paul R. Norfolk
2309 Mountain View Drive
Suite 230
Boise, Idaho 83706

Gloria G. Norfolk
2309 Mountain View Drive
Suite 230
Boise, Idaho 83706

Ian H. Robinson
2309 Mountain View Drive
Suite 230
Boise, Idaho 83706

Patricia A. Robinson
2309 Mountain View Drive
Suite 230
Boise, Idaho 83706

SEVENTH: The name and address of the incorporator is Jere R. Robertson, 10508 Riley Court, Boise, Idaho 83709.

DATED This 27 day of April, 1990


Jere R. Robertson