

State of Idaho

Department of State

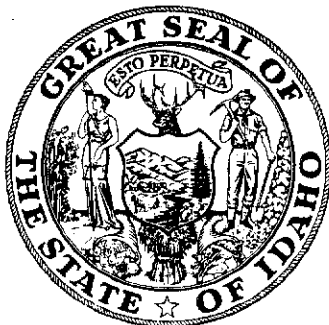
CERTIFICATE OF INCORPORATION OF

FIRST WESTERN INC.
File number C 116407

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: September 12, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *John S. Sorensen*

CERTIFICATE OF INCORPORATION
FIRST WESTERN INC.

IDAHO SECRETARY OF STATE
DATE 05/12/1996 0900 24826
CK # CASH 17 CUST# 70725
CORP. 100.00# 100.00
EXP. 10 20.00# 20.00
PM '96

A CLOSE CORPORATION

- FIRST. THE NAME OF THE CORPORATION IS FIRST WESTERN INC. 2
- SECOND. THE PERIOD OF DURATION IS PERPETUAL.
- THIRD. THE NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSE PROPOSED TO BE TRANSACTED, PROMOTED AND CARRIED ON ARE TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THIS ACT.
- FOURTH. THE AMOUNT OF THE TOTAL AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS DIVIDED INTO 1000 SHARES OF COMMON STOCK OF NO PAR VALUE.
- FIFTH. ALL OF THE CORPORATIONS ISSUED STOCK SHALL BE HELD BY NOT MORE THAN THIRTY (30) PERSONS.
- SIXTH. ALL OF THE ISSUED STOCK OF ALL CLASSES SHALL BE SUBJECT TO THE FOLLOWING RESTRICTIONS ON TRANSFER PERMITTED BY SECTION 30-123A OF THE CORPORATION LAWS OF THE STATE OF IDAHO.
- SEVENTH. EACH STOCKHOLDER WILL OFFER TO THE CORPORATION OR TO THE OTHER STOCKHOLDERS OF THE CORPORATION A THIRTY (30) DAY FIRST REFUSAL OPTION TO PURCHASE HIS STOCK SHOULD HE ELECT TO SELL HIS STOCK. THE PRICE FOR ALL STOCK SHALL BE BASED ON THE BOOK VALUE OF THE COMPANY AT THE TIME OF THE SALE EXCEPT FOR STOCK THAT THE PRESIDENT MAY SELL.
- EIGHT. CORPORATION SHALL BE ELIGIBLE TO FILE A SUB CHAPTER S AND TO USE THE 1244 PROVISION.
- NINTH. THE CORPORATION SHALL MAKE NO OFFERING OF ANY STOCK OF ANY CLASS WHICH WOULD CONSTITUTE A PUBLIC OFFERING WITHIN THE MEANING OF THE UNITED STATES SECURITIES ACT OF 1933, AS IT MAY BE AMENDED FROM TIME TO TIME. CORPORATE OFFICERS OR DIRECTORS SHALL NOT BE RESPONSIBLE FOR CORPORATE INTERESTS OR OBLIGATIONS.
- TENTH. THE ADDRESS OF ITS INITIAL REGISTERED OFFICE IS 4656 Chinook Boise, Idaho 83709 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS Sharie Peterson
- ELEVENTH. THERE SHALL BE ONE DIRECTOR CONSTITUTING THE INITIAL BOARD OF DIRECTORS AND THE NAMES AND ADDRESSES OF THE PERSONS TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHARE HOLDERS OR UNTIL THEIR SUCCESSORS BE ELECTED AND QUALIFY.
Sharie Peterson, Box 8402, Boise, Idaho 83707

TWELFTH. THE NAME AND ADDRESS OF EACH INCORPORATOR:

Sharie Peterson, Box 8402, Boise, Idaho 83707

DATED

9/11/96

Sharie A. Peterson

INCORPORATOR