

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

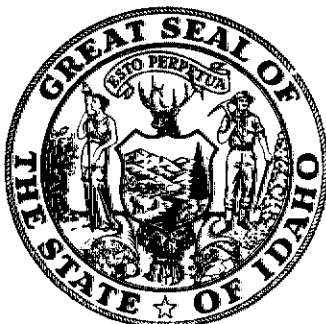
WAL HOLDING, INC.

File number C 109965

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: March 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Likel*

**ARTICLES OF INCORPORATION
FOR
WAL HOLDING, INC.**

RECEIVED
SEC. OF STATE

35 MAR 27 AM 10 08

The undersigned, acting as incorporator of a corporation under the Idaho Business corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I.
Name**

The name of the corporation is **WAL HOLDING, INC.**

**ARTICLE II.
Duration**

The period of duration of this corporation is perpetual.

ARTICLE III.

Purposes

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under the Idaho Business corporation Act.

ARTICLE IV.

Capital Stock

The total authorized capital stock of the corporation shall be 100,000 shares, all of which shall be common stock without nominal or par value.

ARTICLE V.

Preemptive Rights

The shareholders of this corporation first right to purchase unissued or treasury shares in proportion shall have the to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of sixty-five or more percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for consideration other than cash.

IDAHO SECRETARY OF STATE
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CK #: 1359 CUST# 45486

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ARTICLE VI.

Initial Registered Office and Agent

The initial registered office of the corporation is 13 N. BRIDGE, ST. ANTHONY, IDAHO 83445. The name of the initial registered agent at that office is James J. Lackey.

ARTICLE VII.

Board of Directors

The following named persons shall constitute the members of the original Board of Directors of the Corporation, and shall serve as such directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
James J. Lackey	235 W. 4th S. #213 Rexburg, Idaho 83440
Robert L. Adams	4626 N. 3000 E. Sugar City, Idaho 83448
Hugh A. Wright	448 E. Main St. Anthony, Idaho 83445

ARTICLE VIII.

Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James J. Lackey	235 W. 4th S. #213 Rexburg, Idaho 83440

IN WITNESS WHEREOF said incorporator has set his hand this 23rd day of March, 1995.




James J. Lackey

STATE OF IDAHO)
) ss.
County of Fremont)

On this 23 day of March, 1995, before me, James J. Lackey, the undersigned, a Notary public in and for the State of Idaho, personally appeared James J. Lackey, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/she 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.

(SEAL)



Notary Public for State of Idaho
Residing at: St. Anthony
My Commission Expires: 1999