



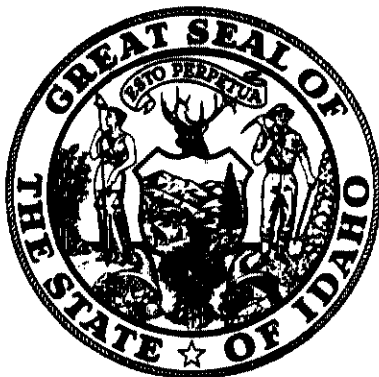
**CERTIFICATE OF INCORPORATION
OF**

STUDENT RESOURCES, 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: July 25, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *M. Richards*

ARTICLES OF INCORPORATION
OF
STUDENT RESOURCES, Inc.

RECEIVED
SEC. OF STATE
91 JUL 25 AM 8 43

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Student Resources, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of any and 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 100,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 5080 North Fourth Street, Coeur d'Alene, Idaho. The name and address of its registered agent is Ashley B. Day, 5080 North Fourth Street, Coeur d'Alene, Idaho.

SIXTH: The number of Directors shall be set by the By-laws but the initial Board of Directors of the Corporation shall be three (3), and the names and address of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

NAME

ADDRESS

Ashley Brian Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

Edna Kersley Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

Andrew Philip Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

SEVENTH: The name and address of each incorporator is:

Ashley Brian Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

Edna Kersley Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

Andrew Philip Day

5080 N. 4th Street,
Coeur d'Alene, ID 83814

EIGHTH: The power to amend or modify the Articles or By-laws of this corporation is specifically reserved to the stockholder in accordance with the By-laws of the corporation.

DATED this 23rd day of July, 1991.

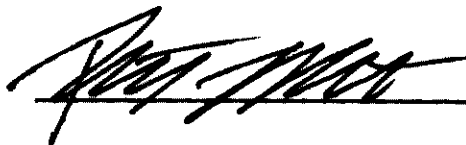
Andrew Philip Day
Edna Kersley Day
Ashley Brian Day

STATE OF IDAHO)

) ss.

County of Kootenai)

On this 23rd day of July, 1991, before me, a notary
public in and for the said State, personally appeared _____
Ashley Brian Day Edna Kensch Day Andrew Philip Day
known or proved to be the persons whose names are subscribed to the
within instrument, and acknowledged to me that they executed the same.



Notary Public

Residing Coeur d'Alene ID

Commission expires 5/23/94