

**ARTICLES OF INCORPORATION
of
LINCICOME & ASSOCIATES, INC.**

SEP 13 PM 1:45
IDAHO SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation ("Corporation") under the Idaho Business Corporation Act, hereby adopt the following articles of incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation shall be Lincicome & Associates, Inc

ARTICLE II. PERIOD OF DURATION

The period of existence and duration of the life of this Corporation shall be perpetual

ARTICLE III. PURPOSES

This Corporation is organized for the purpose of providing vocational and career counseling, testing and therapy services to individuals, and provide general contracting services

The Corporation is further organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act

IV. STOCK

The total authorized number of shares of stock in the Corporation shall consist of 1,000 shares of common stock. There is no par value per share. All shares shall be one class, denoted common stock.

V. RIGHTS

There are no provisions denying preemptive rights.

VI. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the share holders or until their successors are elected and qualify are:

Eileen M. Lincicome 1107 W. Oak Street, Sandpoint, ID 83864
Keith R. Lincicome 1107 W. Oak Street, Sandpoint, ID 83864

IDAHO SECRETARY OF STATE
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ARTICLES OF INCORPORATION OF LINCICOME & ASSOCIATES

APR 13 PM 1:45
STATE OF IDAHO

ARTICLE VII. BYLAWS

The provisions for the regulations of the internal affairs of the Corporation are to be set forth in the Bylaws of the Corporation.

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or appeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors at any annual or special meeting of the Board of Directors called for that purpose.

ARTICLE VIII. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 1107 W. Oak Street, Sandpoint, Idaho, 83864, County of Bonner, Idaho. The name of the initial registered agent at such address is Eileen M. Lincicome.

IN WITNESS WHEREOF we the hereunto set our hands this 10th day of April, 1998.

Eileen M. Lincicome
Paul R. Lincicome