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State of Idaho

Department of State

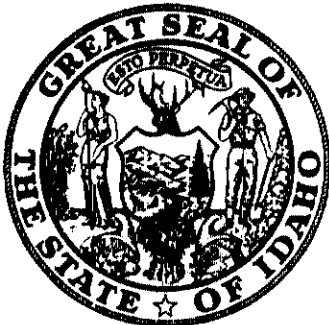
CERTIFICATE OF INCORPORATION OF

BEARCAT 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: March 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeWitt*

ARTICLES OF INCORPORATION
OF

BEARCAT INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

BEARCAT INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100,000

Such shares are to consist of one class only. The par value of each of such shares shall be NO PAR,

which stocks shall not be issued until fully paid for and once so issued shall be non-assessable.

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CK #: 2127 CUST# 33025
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 3117 N. 13th.
CDA Id.

The name of the corporation's initial registered agent at such address is: Barry Werner

EIGHTH

The number of directors constituting the initial Board of Directors is: 2

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME BARRY WERNER Pres:

ADDRESS 3117 N. 13th Coeur d'Alene ID 83814

NAME Phil McKay Vice-Pres.

ADDRESS 34150 Wolf Lodge Terr. Coeur d'Alene ID 83814

NAME BARRY WERNER Sec.

ADDRESS 3117 N. 13th Coeur d'Alene ID 83814

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

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NAME _____

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NAME _____

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NAME _____

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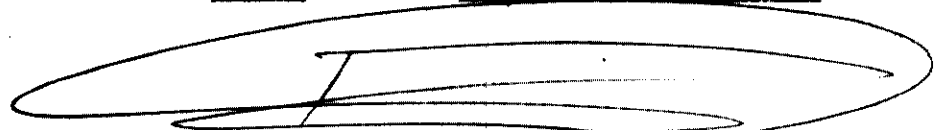
NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our
hand(s) and seal(s) this 15 day of Feb.,
1994.


Philip R McKay
President
[Signature]
Vice-President
[Signature]
Secretary

STATE OF IDAHO }
County of Kootenai } ss.

On this 15th day of February, 1994,
before me, the undersigned, a Notary Public in and for said
state, personally appeared

Barry B. Werner
Philip McKay

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first
above written.

Betty L. Jacobson
Notary Public for Idaho
Residing at: Coeur d'Alene, ID
My commission expires: June 26, 1995