

State of Idaho

Department of State.

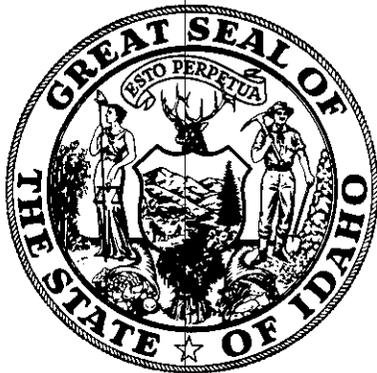
CERTIFICATE OF INCORPORATION OF

PHOENIX TRANSPORTATION, 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: October 2, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

OCT 2 12 02 PM '85
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF

PHOENIX TRANSPORTATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I

The name of the corporation shall be:

PHOENIX TRANSPORTATION, INC.

II

The term for which said corporation shall exist shall be in perpetuity.

III

The address of the initial registered office of this corporation in the state of Idaho shall be 7917 Overland Rd., Boise, Idaho, and the name of the initial registered agent at that address shall be Ernie Dunlap.

IV

The purposes for which this corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V

The business of this corporation shall be managed and conducted by a board of directors. The number of directors constituting the initial board of directors shall be four (4). Three (3) out of four (4) directors must vote in favor of any proposal in order for it to be deemed approved. The names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Eileen Dunlap	1116 Florence Nampa, ID 83651
Ernie Dunlap	7917 Overland Rd. Boise, ID 83709
Jeannie Dunlap	7917 Overland Rd. Boise, ID 83709
William Vinje	217 Grand Ave. Superior, WI 54880

VI

The aggregate number of shares which this corporation shall have authority to issue shall be 20,000,000 shares of nonassessable common stock at no par value. All shares outstanding shall be entitled to preemptive rights with regard to the issuance of any stock. Seventy percent (70%) of all shares of stock authorized and issued must vote in favor of any proposal in order for it to be deemed approved and seventy percent (70%) of all shares of stock authorized and issued must vote in favor of the election of each director.

VII

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ernie Dunlap	7917 Overland Rd. Boise, ID 83709

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of October, 1985.



 ERNIE DUNLAP

STATE OF IDAHO
COUNTY OF ADA

On this 2nd day of October, 1985, before me, a notary public in and for said county and state, personally appeared ERNIE DUNLAP, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he 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.

Mannie Hayden
NOTARY PUBLIC FOR IDAHO
RESIDING AT BOISE, ID

MY COMMISSION EXPIRES:

October 25, 1987