



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

FARMINGTON BANCORP

a Washington Profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below:

U.B.I. Number: 601 541 923

Date: April 25, 1994

Given under my hand and the seal of the State of
Washington, at Olympia, the State Capitol

Ralph Munro, Secretary of State

601 541 923

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ARTICLES OF INCORPORATION
OF
FARMINGTON BANCORP

FILED *ab*
STATE OF WASHINGTON
APR 25 1994
RALPH MUNRO
SECRETARY OF STATE

Article I

The name of the corporation is Farmington Bancorp.

Article II

The corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock.

Article III

The street address of the initial registered office of the corporation in the State of Washington is 5000 Columbia Seafirst Center, 701 Fifth Avenue, Seattle, Washington 98104-7078 and the name of the initial registered agent of the corporation at such address is PTSGE Corp.

Article IV

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except for:

(a) Acts or omissions involving intentional misconduct by the director or a knowing violation of law by the director;

(b) Conduct violating RCW 23B.08.310 (which involves certain distributions by the corporation);

(c) Any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

If the Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of the foregoing

paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

Article V

a. The corporation shall indemnify its directors to the full extent permitted by the Washington Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of: (a) acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the director finally adjudged to be in violation of RCW 23B.08.310, or (c) any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled. The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

b. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

c. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Article VI

Shareholders of this corporation shall not have preemptive rights to acquire additional shares issued by the corporation.

Article VII

Shareholders of the corporation shall not have cumulative voting rights for directors.

Article VIII

Shareholders may participate in any meeting of shareholders by any means of communication by which all persons participating in the meeting can hear each other during the meeting. A shareholder participating in a meeting by this means will be deemed to be present in person at the meeting.

Article IX

The number of directors of the corporation and the manner in which such directors are to be elected shall be as set forth in the Bylaws. The name and address of the initial director is as follows:

Name:

Address:

Mr. Archie Chan

Rm. 91, 9th Floor
New Henry House
10 Ice House Street
Central, HONG KONG

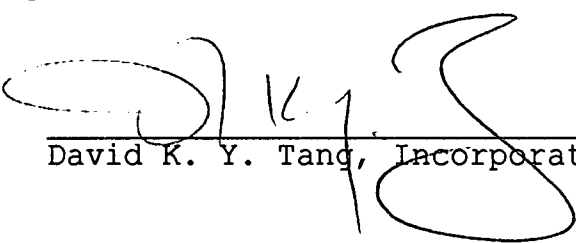
Article X

The name and address of the incorporator is as follows:

David K. Y. Tang

5000 Columbia Seafirst Center
701 Fifth Avenue
Seattle, Washington 98104-7078

Dated this 25th day of April, 1994.



David K. Y. Tang, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

PTSGE Corp. hereby consents to serve as Registered Agent in the State of Washington for Farmington Bancorp. We understand that as agent for the corporation, it will be our responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the Office of the Secretary of State in the event of our resignation, or of any changes in the registered office of the corporation for which we are agent.

PTSGE CORP.

April 25, 1994

By 
Lucy Walsh, Secretary

5000 Columbia Seafirst Center
701 Fifth Avenue
Seattle, Washington 98104-7078

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