

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INTERCON, INC.
File number C 115083

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: May 23, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sutel*

ARTICLES OF INCORPORATION

OF

INTERCON, INC.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned citizens and residents of the United States of America and State of Idaho, and of legal age, for the purpose of organizing a corporation pursuant to the laws of the State of Idaho, do hereby make, sign, acknowledge, certify and file this certificate and Articles of Incorporation as follows:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation shall be and is: INTERCON, INC.

ARTICLE II.

PURPOSES

The purposes and powers of the corporation shall be:

Section 1. To manufacture and sell, trade, or exchange merchandise of all kinds and descriptions.

Section 2. To transact any and all lawful business for which corporations may be incorporated within and under the Idaho Business Corporations Act.

Section 3. To draw, make, accept, endorse, buy, sell, execute, issue, discount and have discounted, and to deal in every lawful manner in promissory notes, drafts, bills of exchange, trade acceptances, conditional sales, warehouse receipts, warrants, stocks, bonds, securities, and other negotiable or transferable instruments; and to borrow money and to incur indebtedness as may be determined expedient.

Section 4. To purchase, lease or lessee, or otherwise acquire, and to hold for investment, improve, maintain and operate the business property and other real estate, automotive vehicles, fixtures, supplies, machinery and utensils, and all other personal property or fixtures, stock in this and other corporations, and any other personal property, and to sell, assign, convey, lease as lessor, manage, pledge, mortgage or otherwise encumber or dispose of lands, buildings, structures, vehicles,

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equipment, fixtures, supplies and any other real or personal property, tangible or intangible, which shall be deemed necessary, convenient or appropriate; and to do everything necessary, convenient or conducive to the full accomplishments of the foregoing objects in this Article II.

Section 5. To engage in any or all of the purposes or powers enumerated in this Article II as a partner or joint venture in such transactions.

Section 6. The purposes specified herein and enumerated in this Article II shall be construed as both powers and purposes of this corporation, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another, although it be of like nature not expressed.

ARTICLE III.

CORPORATE EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE IV.

PRINCIPAL PLACE OF BUSINESS

Section 1. The location of the corporation's registered office in this state is 915 Hillview Drive, Rexburg, Idaho 83440. The corporation may also maintain offices at such other place or places in the State of Idaho, the United States and foreign countries as the Board of Directors may from time to time decide.

Section 2. The operation and business of this corporation shall be carried out in the City of Rexburg, County of Madison, State of Idaho, and in such other counties in the State of Idaho, other states of the United States, and foreign countries as the Board of Directors may from time to time decide.

Section 3. The initial registered agent for the corporation shall be Mr. Stephen D. McGary, and the address for said agent is 915 Hillview Drive, Rexburg, Idaho 83440.

ARTICLE V.

CAPITAL STOCK

Section 1. This company is a stock company chartered under the laws of the State of Idaho.

Section 2. The amount of capital stock of this corporation shall be 10,000,000 shares of common stock with no par value.

ARTICLE VI.

MANAGEMENT

Section 1. The management of this corporation shall be vested in a Board of Directors. The Directors shall be elected at the annual meeting of the Stockholders and the number of Directors to serve shall be elected and decided at the annual meeting of Stockholders as provided in the Bylaws and in the manner and method therein provided.

Section 2. The number of Directors constituting the initial Board of Directors of the corporation shall be not less than two (2) who are to serve as Directors until the first annual meeting of Stockholders or until their successors shall have been elected and qualified. The names and addresses of the initial board of directors are as follows:

Stephen D. McGary
915 Hillview Drive
Rexburg, Idaho 83440

Fenton L. Broadhead
1888 West 190 South
Rexburg, Idaho 83440

Section 3. The meeting of the Board of Directors may be held at the principal office of the corporation in this State, or at such other place or places within or without this State, for the transaction of any business of the corporation as the Directors may by resolution provide. A majority of the Board of Directors shall constitute a quorum, and the act of the Board. At least one member of the Board of Directors shall be a resident of the State of Idaho.

Section 4. No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction

with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

ARTICLE VII.

INCORPORATORS

The name and address of each of the incorporators are as follows:

Stephen D. McGary
915 Hillview Drive
Rexburg, Idaho 83440

Fenton L. Broadhead
1888 West 190 South
Rexburg, Idaho 83440

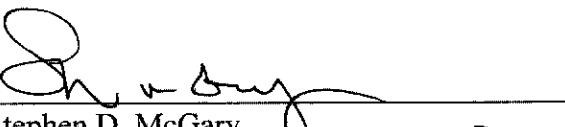
All of the subscribers to these Articles of Incorporation are citizens of the United States and residents of the State of Idaho.

ARTICLE VIII.

AMENDMENTS

The corporation may amend, alter, add to, change or repeal any provision contained in these Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, we, as incorporators, and each of us, have hereunto set our hands and seals this 21st day of May, 1996.


Stephen D. McGary


Fenton L. Broadhead

STATE OF IDAHO)
:ss.
County of Bonneville)

On this 21st day of May, 1996 before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared FENTON L. BROADHEAD and STEPHEN D. McGARY, known to me to be the persons whose names are subscribed to the above and foregoing Articles of Incorporation and acknowledged to me that they executed the same.

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


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 3/7/2000