

To the Secretary of State of the State of Idaho

We, the undersigned, in order to form a Corporation under the provisions of Title 30, Chapter 1, Idaho Code, submits the following articles of incorporation:

Article 1. Name of corporation:

I-MC, Inc.

Article 2. Shares:

2.1 The aggregate number of shares which the corporation is authorized to issue is two (2) shares.

2.2 All shares issued, shall be of a single class, which shall have unlimited and equal voting rights, and a par value of One Dollar (\$1.00) per share.

2.3 All outstanding shares are entitled to receive authorized distributions in accordance with Section 30-1-640, Idaho Code, and all outstanding shares together are entitled to receive the net assets of the corporation upon dissolution.

2.4 Transfer of shares are restricted to the following: (a) Shareholder is obligated to offer first, to all other shareholders simultaneously, then to the corporation second, opportunity to acquire the shares. (b) If the other shareholders or the corporation elect not to acquire the available shares, the Shareholder then may offer transference of the shares to another individual or entity, so long as the transfer is approved by the remaining shareholders and any prohibitions of transfer are not manifestly unreasonable. (c) In the event of a shareholders death, transference shall be automatic to a member of the immediate family in order of, spouse, children, parents, siblings, and then trust.

Article 3. Registered Agent and Office:

Agent: Ronald Lloyd
Address: 21486 Pond Ln.
Caldwell, ID 83605
(208) 454-0237

Article 4. Incorporators:

Ronald Lloyd
21486 Pond Ln.
Caldwell, ID 83605
(208) 454-0237

Steven Lloyd
1209 N. 3rd Ave. Sp. 15
Caldwell, ID 83605
(208) 459-7325

Article 5. Corporate mailing address:

21486 Pond Ln.
Caldwell, ID 83605

FILED/EFFECTIVE

OCT 10 1 29 PM '00

SECRET
STATE

TE

IDAH0 SECRETARY OF STATE

10/10/2000 09:00
CK: 1116 CT: 136050 BH: 353548

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C135874

Article 6. Duration:

The duration of the corporation is perpetual.

Article 7. Purpose:

The general purposes for which the corporation is organized are:

7.1 To engage in the, for profit, business of internet, mail order, and direct retail sales.

7.2 To engage in consulting, development, design and maintenance of internet marketing programs and e-commerce web sites.


7.3 To engage in any other trade or business which can, in the opinion of the corporate authority in accordance with Article 8 below, be advantageously carried on in connection with or auxiliary to the foregoing business.

7.4 To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Article 8. Corporate Authority:

As provided in section 30-1-732, Idaho Code, all corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of the shareholders as outlined in Appendix A - Shareholder Agreement.

Signatures of Incorporators:


Ronald Lloyd

10-5-00
Date


Steven Lloyd

10-5-00
Date