

FILED AT THE REQUEST OF:

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AFTER FILING MAIL TO:

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SECRETARY OF STATE
STATE OF IDAHO

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
RAPIDINTEL, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation is RapidIntel, Inc.

ARTICLE 2

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

ARTICLE 3

CAPITAL STOCK

A. Authorized Capitalization. The total number of shares of all classes of stock that the corporation shall have authority to issue is 15,000,000 shares, no par value, divided into the following: (i) 10,000,000 shares of Common Stock ("Common Stock"); and (ii) 5,000,000 shares of Preferred Stock ("Preferred Stock").

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B. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The board of directors of the Corporation is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences, and relative participating, optional, or other special rights and qualifications, limitations, or restrictions thereof, including without limitation, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

C. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the stockholders of the corporation and on all matters coming before the stockholders of the corporation, except as otherwise provided by law.

ARTICLE 4

INITIAL DIRECTOR

The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the individual who will serve as the director until the first annual meeting of shareholders or until his successor is elected and shall qualify are:

Name	Address
Tim Rhodes	200 E. Carlton, Suite 301 Meridian, Idaho 83642

ARTICLE 5

INCORPORATOR & REGISTERED AGENT

The name and address of the incorporator is:

Name	Address
Tim Rhodes	200 E. Carlton, Suite 301 Meridian, Idaho 83642

ARTICLE 6


INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original articles of incorporation and, thus, is effective on the date of the corporation's incorporation. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the

corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the 30 day of April, 2002.



Tim Rhodes, Incorporator

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