

Articles of Incorporation  
OF  
SILVERDELL MANAGEMENT INC.

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STATE OF IDAHO

The undersigned, natural persons who are twenty-one years or older for the purpose of forming a corporation according to the law of the state of Idaho, with this certify:

ARTICLE 1

The name of the corporation will be Silverdell Management Inc.

ARTICLE 2

The corporation is organized and chartered solely for the purposes of operating under the Idaho Business Corporation Act. The corporation shall have all the powers and responsibilities conferred by the Idaho Business Corporation Act, as amended, and the regulations issued thereunder.

ARTICLE 3

The corporation shall have all of the powers allowed to business corporations by the laws of Idaho, except as those powers may be limited by or inconsistent with the Small Business Investment Act of 1958, as amended, and the regulations issued thereunder as are now in effect or may from now on be promulgated.

ARTICLE 4

The office of the corporation will be at 5303 East Sunnyside Road, Bonneville County, Idaho Falls, Idaho. 83406. Kevin Hicken is the Registered agent of corporation, his mailing address is the same as the corporate address.

ARTICLE 5

Kevin Hicken is designated as the agent of corporation upon process against it may be served. The post office address to which process may be served against corporation is 5303 East Sunnyside Road, Bonneville County, Idaho Falls, Idaho, 83406.

IDAHO SECRETARY OF STATE

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#### ARTICLE 6

Corporations initial directors will be Kevin Hicken, Terrence Hicken, Quentin Hicken, they will serve until the first annual shareholders meeting, when elections will take place to elect the succeeding directors. The acting President and Treasurer will be Kevin Hicken, acting Secretary will be Quentin Hicken, and acting Vice President will be Terrence Hicken. This will also be voted on after annual shareholders meeting. Annual shareholders meeting will be held in the spring of each year at any given city within the U.S.A. The initial directors will be three, but can be as much as seven. The shareholders can elect between three, five, and seven directors. The acting Chair of the Board of Directors will be Kevin Hicken. Their addresses are as follows.

Kevin Hicken > 5303 East Sunnyside Road, Idaho Falls, Idaho 83406

Quentin Hicken > 392 El Encanto Drive, Pasadena, California 91107

Terrence Hicken > 392 El Encanto Drive, Pasadena, California 91107

#### ARTICLE 7

The corporation will be authorized to issue 1,000,000 shares of Common Stock with a par value of 10 dollars in U. S. currency. Additional shares of common stock can be issued when the Board of Directors deems as necessary for the corporation. All shares of common stock are voting shares, one share equals one vote. Additionally the Board of Directors may issue at their discretion 50,000 shares of Preferred Stock with a par value of 500 dollars in U. S. currency. Preferred stock has no voting rights; however any other action taken toward preferred stock will be taken up as the Board of Directors deems necessary, their decision will be placed into the bylaws and can be change from time to time as they see appropriate. If other types of stock or funding becomes available or necessary in the future, the Board of Directors have the right to accept or reject this type of funding; they have total choice in this matter. Once a stock has been issued, it maintains it's options throughout it's existence.

#### ARTICLE 8

Preemptive rights will not be denied to any shareholder. Preemptive rights giving existing shareholders the opportunity to purchase shares of a new issue before it is offered to others, its purpose is to protect shareholders from dilution of value and control when new shares are issue; a reasonable amount of time will be given as the Board of Directors shall deem fair to all persons. No shareholder has the right to sell or transfer any shares of stock to another individual which would jeopardize the corporation's privately held status without prior approval from the Board of Directors, of said corporation.

#### ARTICLE 9

The corporation will be perpetual, without a set period.

#### ARTICLE 10

The corporation plans to venture in property management, building commercial real estate, residential homes, multiple family dwellings, office complexes, and manage own financial affairs as it so desires. Furthermore the forgoing purposes and activities will be interpreted as examples only and nothing herein shall be deemed as prohibiting the corporation from extending it's activities to any related or otherwise permissible lawful business venture which may become necessary, profitable, or desirable for the furtherance of the corporate objectives expressed above.

#### ARTICLE 11

Director liability will be limited to any breach of the directors duty of loyalty to the corporation or to its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law. No director will make a transaction that would give them an unfair advantage, or derive an improper personal benefit, or any out right fraud. If directors were to be found in this situation they would be responsible for any monetary loss to corporation or shareholders and civil proceedings against them. The Corporation shall indemnify a person who was , is or is threatened to be made a defendant or respondent in litigation or other proceedings because the person is or was a director in accordance with the provisions of the act governing indemnification. The Corporation may also purchase and maintain insurance or other arrangements on behalf of the directors and officers of the corporations against any liability asserted against them and incurred by them in such capacity or arising out of their status as such person, whether or not the corporation would have power to indemnify them against that liability under this article.

#### ARTICLE 12

The incorporator will be Kevin Hicken, who resides at 5303 East Sunnyside Road, Bonneville County, Idaho Falls, Idaho, 83406. Telephone # 208-522-5065.

#### ARTICLE 13

All annual meetings of the members will be decided by the directors.

#### ARTICLE 14

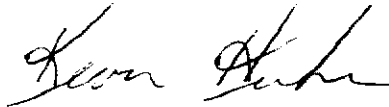
Amendments may be made from time to time with a majority vote by directors.

#### ARTICLE 15

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such persons or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

In witness whereof, I have made, subscribed, and acknowledge this certificate on January 26, 1998.

Kevin Hicken, Incorporator.

A handwritten signature in cursive script, appearing to read "Kevin Hicken", written in dark ink.