



CERTIFICATE OF INCORPORATION
OF

ZERO POINT RESEARCH AND DEVELOPMENT CORPORATION

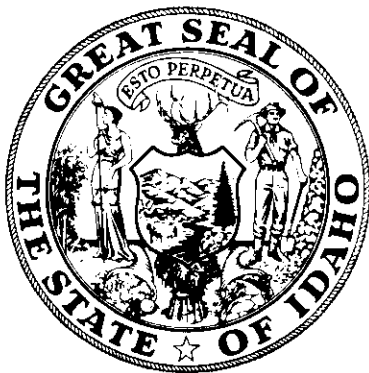
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ZERO POINT RESEARCH AND DEVELOPMENT 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: **March 12, 1984**



SECRETARY OF STATE

by: _____

10-12-87
ARTICLES OF INCORPORATION

OF

ZERO POINT RESEARCH AND DEVELOPMENT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho, Idaho Code, Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be ZERO POINT RESEARCH AND DEVELOPMENT CORPORATION also known as ZERO POINT R & D, INC.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The location of the registered office of this Corporation shall be 3528 Mountain View Drive, Boise, Idaho 83704, and the agent of the Corporation shall be Clinton Gregory.

IV.

The nature of the business and the object, purpose

and powers of this Corporation shall be as follows:

(a) To perform research and development concerning availability of alternative power sources, including but not limited to the development of alternative electric resource power plants and systems and all other sources of natural energy that are available or that may be developed in a more state more useful in society and to particularly qualify under the Federal and State Tax Laws for the tax exempt benefits available to parties who contribute to research and development of alternative and more conservative power sources,

(b) To have, exercise, use and employ the authority specified in Section 30-1-4, Idaho Code, and to have, exercise, use, and employ any or all of the same, and any or all of the objects, purposes, powers, privileges, authority and rights therein and herein set forth, both within and without the State of Idaho and the United States of America; and to have one or more corporate or business offices, and to have and operate one or more agencies or other places of business within or without said state, and within or without the United States of America.

V.

That the total authorized number of no par value shares of this Corporation shall be 10,000 shares each of no par value which said shares shall be common stock and

shall not be subject to assessment.

VI.

That the names and Post Office addresses of each of the incorporators and initial Board of Directors, and the number of shares subscribed by each set opposite their respective names are:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT</u>
Clinton Gregory	3528 Mountain View Dr. Boise, Idaho 83704		

VII.

The first Board of Directors shall consist of one or more directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be more than seven (7).

VIII.

The power to repeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the By-Laws.

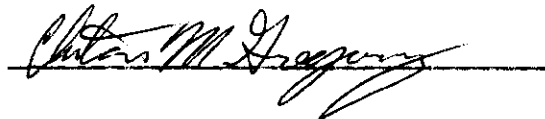
IX.

All or any meetings of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

X.

No shareholder of the Corporation shall, because of his ownership of stock, have a preemptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the Corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warranties to purchase stock of the Corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing shareholders.

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles this ____ day of February, 1984.

A handwritten signature in cursive script, appearing to read "Charles M. Grayson", is written over a horizontal line.

Denise Heath
Notary Public for said State