

State of Idaho



CERTIFICATE OF INCORPORATION OF

INTERNATIONAL THERMODYNAMICS 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 _____

INTERNATIONAL THERMODYNAMICS 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.

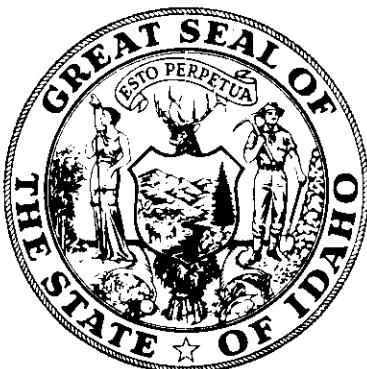
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: **January 14, 1985**

Pete T. Cenarrusa

SECRETARY OF STATE

by: _____



ARTICLES OF INCORPORATION
OF
INTERNATIONAL THERMODYNAMICS CORPORATION

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, do hereby certify as follows:

FIRST

The name of the corporation is;

INTERNATIONAL THERMODYNAMICS CORPORATION

SECOND

The purposes and objects for which the corporation is formed are;

(a) To carry on the business of advertising, marketing and installing energy efficient, alternative heating systems in residential and commercial applications. Among which are Solar, Geothermal and energy reduction types. and all functions related and attendant thereto.

(b) To purchase for investment or resale, and to deal in, land and other property of any tenure and any interest therein, and to create, sell or deal in, any freehold, leasehold, ground rents, and to make advances upon the securing of land, houses and other property, or any interest therein, and to generally deal in, by way of sale, lease exchange, or otherwise, land and house property and any other property, whether real or personal.

(c) To make any improvements upon any real property, including, but not limited to, the subdivision thereof, the installation of water systems, sewer systems, the building of structures for rent or sale or lease, the general improving of sites, the building of roads, fences, and any improvements deemed advisable by the Board of Directors of the corporation.

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(d) To buy, sell, acquire, hold, own, dispose of, convey, mortgage, pledge, lease, assign, transfer, trade and deal in and with all kinds of personal property, franchise, privileges, rights, goods, wares, and merchandise of every kind, nature and description;

(e) To buy, sell, convey, lease, let, mortgage, exchange, or otherwise dispose of lands, lots, houses, buildings, and real property, hereditaments, and appurtenances of all kinds wheresoever situated, and of any interest and rights therein, to the same extent as natural persons might or could do and without limit as to amount;

(f) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge, or otherwise dispose of, any shares of capital stock, script, bonds, mortgages, securities, or evidences of indebtedness, issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the holder or owner thereof to possess and exercise in respect thereof, any and all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To make, perform, and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agency thereof;

(h) To borrow money, to draw, make, accept, endorse, transfer, assign, execute, and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of it's obligations or contracts, to convey, transfer, assign, deliver, mortgage and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize, and may be permitted by law;

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- (i) To acquire, hold, sell, re-issue or cancel any shares of it's own capital stock, provided however, that this corporation may not use any of it's funds or property for the purchase of it's own common stock when such use would cause any impairment of the capital of this corporation; and provided further, that the shares of it's own capital stock belonging to this corporation shall not be voted directly or indirectly;
- (j) To purchase or otherwise acquire the whole or any part of the property, assets, business and good will of any other person, firm, corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management, and carrying on of such business;
- (k) To organize, promote, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;
- (l) To have one or more offices to carry on all or any part of it's operations and business, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, association, or corporation;
- (m) To have and to exercise any and all powers and privileges now or hereafter conferred by the law of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substitute therefore;

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The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers deemed necessary to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the Act hereinbefore referred to, or any amendment thereof or supplemental thereto, or substitute therefore, may not at the time lawfully carry on or do. It is the intention that the the purposed, objects and powers specified in each of the subparagraphs (a) to (m) inclusive, of paragraph Second of these Articles of Incorporation shall, except as otherwise expressly provided, in no wise be limited or restricted by reference to, or interference from, the terms of any other subparagraph, clause, or paragraph of these Articles of Incorporation.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name and location of the registered agent and office of the corporation is: David A. Manko. 601 Sherman Avenue, Suite #5, Coeur d'Alene, Idaho 83814.

FIFTH

The amount of capital stock of this corporation shall be: Fifty Million (50,000,000) shares, of one class only (Common). All shares shall be voting stock and have no par value. No stock shall be issued until fully paid for and once so issued, shall be non-assessable.

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SIXTH

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

James Scott 1519 Hayden View Drive Coeur d'Alene, Idaho 83814

No Shares Subscribed.

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be as specified in the By-Laws, and such number may, from time to time, be increased in such manner as may be prescribed in the By-Laws, and in accordance with Section 30-139, Idaho Code. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH

The names and addresses of the directors of the corporation are:

James Scott 1519 Hayden View Drive Coeur d'Alene, Idaho 83814

L.W. Hattamer 13104 E. 7th Street Spokane, Washington 99216

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TENTH

Stockholders of the corporation shall have pre-emptive rights and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

ELEVENTH

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including it's good will and it's corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient for the best interests of the corporation, but only when such act is authorized by the vote of holders of two thirds (2/3) of the voting power of all shareholders.

TWELFTH

No contract or other transaction between the corporation and any other 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 and any director individually, or any firm of which any director may be a member, may be a part to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting or the Board of Directors of the corporation which shall authorize any such contract or any such transaction with like force and effect,

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as if he were not such director or officer of such other corporation or not so interested.

THIRTEENTH

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now, or hereafter, prescribed by law, by a majority vote.

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IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 10th day of January, 1985.

James Scott
1519 Hayden Drive
Coeur d'Alene, Idaho 83814

STATE OF IDAHO)
COUNTY OF KOOTENAI) ss

On this 10th day of January, 1985, before me, the
undersigned Notary Public in and for the State of Idaho, personally
appeared; Mr. James Scott

known to me to be the person/s whose name/s are subscribed to the
within and foregoing instrument, and acknowledged to me that they
executed the same, and that they were persons over the age of
Twenty-One years and citizens of the United States of America.

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

Charles E. McKinney
Notary Public in and for the
State of Idaho

Residing: Coeur d'Alene

Commission: 2-3-88