

AMENDED AND RESTATED **FILED/EFFECTIVE**
ARTICLES OF INCORPORATION
OF
Y2K, INC.

AUG 8 4 55 PM '01

SECRETARY OF STATE

1. **Name.** The name of corporation is Y2K, Inc.
2. **Authorized Shares.** The aggregate number of shares the corporation is authorized to issue shall be 100,000, all of which shall be common voting stock.
3. **Registered Office and Agent.** The registered office of the corporation is 1665 W. Woods Gulch Court, Eagle, Idaho 83616, and its registered agent at that address is Lloyd J. Freeman.
4. **Corporate Purpose.** The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
5. **Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in a shareholder agreement authorized under section 30-1-732, Idaho Code. The Board shall be comprised of two (2) directors.
6. **Voting.** Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders shall not have the right to cumulate their votes for directors.
7. **Preemptive Rights.** The corporation does not elect to have preemptive rights.
8. **Indemnification.** The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).
9. **Limitation of Liability.** No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of

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harm on the corporation or the shareholders; (iii) a violation of section 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

10. Amendment of Articles. These Amended and Restated Articles of Incorporation shall not be amended by less than the vote of two-thirds (2/3) of the issued and outstanding shares of stock of the corporation.

11. Amendment of Bylaws. The Amended and Restated Bylaws of the corporation shall not be amended by less than the vote of two-thirds (2/3) of the issued and outstanding shares of stock of the corporation.

12. Quorum and Action by Shareholders. Pursuant to section 30-1-727, Idaho Code, a quorum of and any action by the shareholders shall require two-thirds (2/3) of the issued and outstanding shares of stock of the corporation.

13. Quorum and Action by Directors. Pursuant to section 30-1-824, Idaho Code, a quorum of the Board of Directors shall consist of two (2) directors. An act of the Board of Directors shall require the unanimous vote of the directors.

IN WITNESS WHEREOF, I have subscribed these Amended and Restated Articles of Incorporation this 6 day of Aug, 2001.


Paul D. Freeman, Secretary

**CERTIFICATE OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
Y2K, INC.**

We the undersigned, being the President and Secretary of Y2K, Inc., a corporation organized under the Idaho Business Corporation Act, hereby certify the following, pursuant to Section 30-1-1007, Idaho Code:

ARTICLE 1

The name of the Corporation is Y2K, Inc.

ARTICLE 2

The Amended and Restated Articles of Incorporation of Y2K, Inc., are attached hereto as Exhibit A.

ARTICLE 3

The Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification or cancellation of issued shares.

ARTICLE 4

The date of the adoption of the Amended and Restated of the Articles of Incorporation of Y2K, Inc., by all of the shareholders of the Corporation was July 31, 2001.

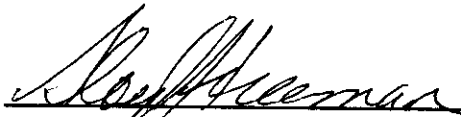
ARTICLE 5

The number of shares outstanding and entitled to vote thereon is 6,000 shares of voting common stock.


ARTICLE 6

The number of shares voted for such Amended and Restated Articles of Incorporation of Y2K, Inc., was 6,000 shares (unanimous).

THIS CERTIFICATE of Restatement of the Articles of Incorporation of Y2K, Inc., is executed this 31st day of July, 2001.



Lloyd J. Freeman, President



Paul D. Freeman, Secretary