

FILED

**ARTICLES OF INCORPORATION
OF
VECS CORPORATION**

99 FEB -4 AM 9:16
SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

THAT THE INCORPORATOR who is JOSEPH J. SKELTON, a citizen of the United States of America, does form a corporation under and pursuant to the laws of the State of Idaho, and does hereby certify as follows:

FIRST

The name of the proposed corporation is VECS CORPORATION.

SECOND

The purposes is to engage in any or all lawful business for which corporations may be organized under the Idaho law concerning business for profit corporations and which is permitted by the laws of the State of Idaho.

THIRD

This corporation shall have perpetual existence.

FOURTH

The location and post office address of the registered office of this corporation in the State of Idaho is JOSEPH J. SKELTON, 0222 1St Street, Suite 102, 0222 1St Street, Suite 402 and its principal place of business shall be at the same address. The initial Director shall be the incorporator whose name and address is: *Lewiston, Idaho 83501*

JOSEPH J. SKELTON
1930 14Th Avenue
Lewiston, Idaho 83501

FIFTH

The aggregate number of shares which the corporation shall have authority to issue is 1000 Shares (1,000.00).

SIXTH

That the capital stock of this corporation shall consist of 1000 (1,000.00) shares of common stock having no par value.

The capital stock of this corporation shall not be divided into classes, but shall consist of only one class, that being common stock.

The By-Laws of this corporation shall prescribe the rules and regulations setting out

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the formalities and procedures to be followed in effecting the transfer of common stock and regulating the use of corporate property.

SEVENTH

The operations of this corporation are principally to be conducted in the county of Nez Perce, State of Idaho. The office of the corporation will be located in the County of Nez Perce, State of Idaho.

EIGHTH

The number of directors of the corporation shall be no less than one (1).

NINTH

The name and address of the registered agent of the corporation is:

JOSEPH J. SKELTON
0222 1st Street, Suite 102
Lewiston, Idaho 83501

TENTH

That the name and post office address of each of the incorporators and the number of shares of capital stock of this corporation described in Article Fifth subscribed to by each is as follows:

<u>NAME</u>	<u>SHARES</u>	<u>ADDRESS</u>
JOSEPH J. SKELTON	49.00	1930 14Th Avenue Lewiston, Idaho 83501
ROBERT J. SKELTON	26.00	1005 Hemlock Avenue Lewiston, Idaho 83501
CARLENE E. SKELTON	25.00	1005 Hemlock Avenue Lewiston, Idaho 83501

ELEVENTH

That the right and power to adopt, repeal, alter, rescind and amend the By-Laws of this corporation and to adopt new By-Laws is hereby expressly conferred upon the shareholders of this corporation.

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WITNESS my hand and seal this 2nd day of February, 1999.

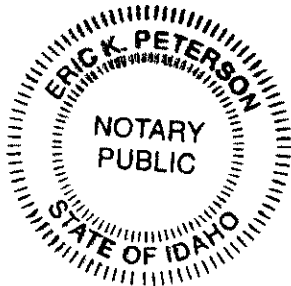


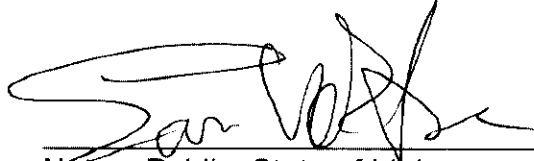
JOSEPH J. SKELTON
Incorporator

STATE OF IDAHO)
) ss.
COUNTY OF Nez Perce)

On this 2nd day of February, 1999, before me, the undersigned, a notary public in and for the state of Idaho, personally appeared JOSEPH J. SKELTON, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year first above written.





Notary Public, State of Idaho.
Residing in Samtara
My Commission expires: 6/29/02

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