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State of Idaho

Department of State

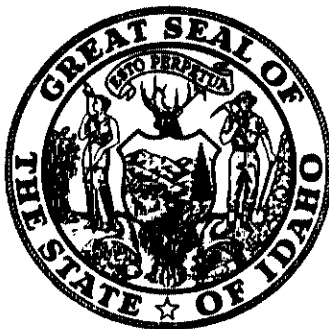
CERTIFICATE OF INCORPORATION OF

GOLDSTAR ACQUISITIONS, INC.

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 the above named 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: October 22, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Shirley J. Clark*

ARTICLES OF INCORPORATION
OF
GOLDSTAR ACQUISITIONS, INC.

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KNOWN ALL MEN BY THESE PRESENTS: that we, the undersigned, residents of Kootenai County, Idaho and King County, Washington, of the United States of America, and over the age of twenty-one years, for ourselves together for the purpose of forming a corporation for the objects and purposes hereinafter specified, and under and by virtue of the laws of the State of Idaho (Section 30), and to that end we make, execute and adopt the following ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation shall be and is GOLDSTAR ACQUISITIONS, INC.

ARTICLE II - GENERAL POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho relating to private corporations, and conferred by the principles of the common law upon private corporations, the corporation shall have the following purposes and powers, it being expressly provided that the enumerations of specific powers shall not be construed to limit or restrict in any manner the general powers of the corporation:

1. To buy, sell, exchange, and generally deal in operating and start-up businesses, domestic or international and to buy, sell, exchange, and generally deal in real estate of any kind and nature.
2. To purchase or otherwise acquire, for the purposes of holding or disposing of the same, real or personal property of every kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock, and/or bonds of this corporation;
3. To purchase, acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony or foreign country, subject to the laws of such state, territory or foreign country; and to generally transact the business of investing money of this corporation in such businesses, real or personal property as shall by the Board of Directors be deemed advisable; and to generally carry on an investment business, and to carry on such other related or similar businesses or activities.

ARTICLES OF INCORPORATION

4. To export from and import into the United States of America, and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind or nature for exportation from and importation into the United States, to and from all foreign countries thereof, and for exportation from and importation into any foreign country, to and from any other foreign country thereto and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.
5. To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings, or other structures, at any time owned or held by the corporation.
6. To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvements, development or management of the business or any property, real or personal, at any time owned, held, occupied by the corporation and to invest, trade, or deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.
7. To manufacture, produce, purchase or otherwise acquire, and to sell, dispose of and deal in and with, and to store, transport and distribute goods, wares, merchandise, machinery, and equipment and property of any class and description.
8. To acquire, hold, possess and own letters of patent of the United States or of any foreign country, now or hereafter issued, or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature, and beneficially to use rights under such patents by vending the said patents or rights and licenses thereunder.
9. To do a general merchandise business and to buy and sell all kinds of goods, wares and merchandise.

ARTICLES OF INCORPORATION

10. To acquire by purchase, and to hold as investment any bonds, or other security or evidences of indebtedness, or any share of capital stock created or issued by any other corporation or associations of the State of Idaho, or of any other state, territory or country, including shares of its own stock in the manner provided by law, and to sell, assign, transfer, mortgage, pledge or otherwise dispose of said securities, bonds, evidence of indebtedness or capital stock of corporations or associations, and to exercise all rights concerning said corporate securities while the owner thereof.
11. To borrow money or otherwise contract indebtedness for the general purposes of the corporation, and to issue its bonds, notes or other obligations, and to secure the same by mortgage or other lien upon its property.
12. To carry on any and all other business or activity, whether, merchandising, manufacturing, construction or otherwise, and have and exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the act known as the Business Corporation Act of the State of Idaho, it being the intention of this Article to authorize the Corporation to exercise any and all powers which a copartnership or individual person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV - REGISTERED AGENT

The Registered Agent of this Corporation is and shall be DAVID L. SWARAT and the location and Post Office address of the registered office of this corporation shall be 7752 Valley, Coeur d'Alene, ID 83814 which is also the address of the Registered Agent.

ARTICLE V - SERVICE OF PROCESS

The Agent for "Service of Process" of this Corporation is and shall be DAVID L. SWARAT and the location and Post Office address of such agent shall be 7752 Valley, Coeur d'Alene, ID 83814

ARTICLE VI - CAPITAL STOCK

The capital stock of this corporation shall consist of 2,000,000 shares which said shares shall have no par value. No other type of stock will be issued.

ARTICLES OF INCORPORATION

ARTICLE VII - DIRECTORS

The number of Directors constituting the initial Board of Directors is four (4), and the names and addresses of the persons who are to serve until the first annual meeting of shareholders or until their successors be elected and qualify, are as follows:

RONALD W. EWART	340 Mt. McKinley Drive S. W. Issaquah, Wa. 98027
NANCY J. EWART	340 Mt. McKinley Drive S. W. Issaquah, Wa. 98027
DAVID L. SWARAT	7752 Valley Coeur d'Alene, ID 83814
MARY A. SWARAT	7752 Valley Coeur d'Alene, ID 83814

ARTICLE VIII - INCORPORATORS

The name and addresses of each of the incorporators of this corporation are as follows:

RONALD W. EWART	340 Mt. McKinley Drive S. W. Issaquah, Wa. 98027
NANCY J. EWART	340 Mt. McKinley Drive S. W. Issaquah, Wa. 98027
DAVID L. SWARAT	7752 Valley Coeur d'Alene, ID 83814
MARY A. SWARAT	7752 Valley Coeur d'Alene, ID 83814

ARTICLE IX - POWERS OF BOARD OF DIRECTORS

The Board of Directors shall have the power to adopt by-laws for the government and regulation of the Corporation, and to alter, amend, and change such by-laws, subject to the power of the stockholders to change or repeal the same.

ARTICLE X - REQUIREMENTS FOR AMENDMENT TO ARTICLES OF INCORPORATION




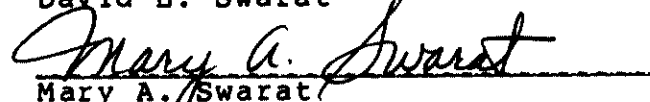
These Articles may be amended by a majority vote of the stockholders except for the matters which by the statutes of the State of Idaho require two thirds vote, in which event such two-thirds vote shall be required.

ARTICLES OF INCORPORATION

ARTICLE XI - DIRECTORS AND OFFICERS RELATION TO OTHER CORPORATIONS

No contract or any transaction between this corporation and any other corporation, firm or association shall be affected by the fact that the directors of this corporation are interested in or are directors of this corporation or officers thereof, or directors or officers of any such other corporation, firm or association and any directors individually may be a party to or may be interested in any contract or transaction with this corporation. Each and every person who may become a director of this corporation is hereby relieved of any liability that might otherwise exist from contracting with this corporation for the benefit of himself or firm or association or corporation in which he, she or they might be in any wise interested, unless expressly repugnant to the laws of the State of Idaho.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 2nd day of October, 1992.

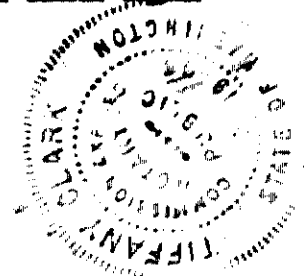
92. 
Ronald W. Ewart

Nancy J. Ewart

David L. Swarat

Mary A. Swarat

STATE OF WASHINGTON)
) **ss.**
County of KING)

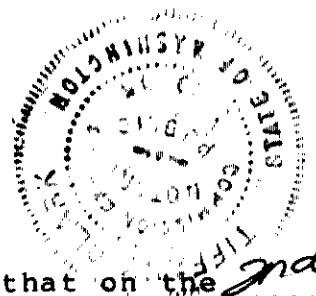
I, the undersigned, a Notary Public, do hereby certify that on the 2nd day of October, 1992, personally appeared before me RONALD W. EWART, to be known to be the individual described in and who executed the within Articles of Incorporation, and acknowledged to me that he signed and sealed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of October, 1992.

J. A. J. Clark
NOTARY PUBLIC in and for the State of
Washington, residing at *Kent*
My Commission expires: *3/1/95*



ARTICLES OF INCORPORATION



STATE OF WASHINGTON)
) ss.
 County of KING)

I, the undersigned, a Notary Public, do hereby certify that on the 2nd day of October, 1992, personally appeared before me NANCY J. FWART, to be known to be the individual described in and who executed the within Articles of Incorporation, and acknowledged to me that she signed and sealed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of October, 1992.

[Signature]
 NOTARY PUBLIC in and for the State of
 Washington, residing at King
 My Commission expires: 3/19/95

STATE OF IDAHO)
) ss.
 County of KOOTENAI)

I, the undersigned, a Notary Public, do hereby certify that on the 13th day of October, 1992, personally appeared before me DAVID L. SWARAT, to be known to be the individual described in and who executed the within Articles of Incorporation, and acknowledged to me that he signed and sealed the same as his free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of October, 1992.

[Signature]
 NOTARY PUBLIC in and for the State of
 Idaho, residing at Attol
 My Commission expires: 11/16/96

STATE OF IDAHO)
) ss.
 County of KOOTENAI)

I, the undersigned, a Notary Public, do hereby certify that on the 13th day of October, 1992, personally appeared before me MARY A. SWARAT, to be known to be the individual described in and who executed the within Articles of Incorporation, and acknowledged to me that she signed and sealed the same as her free and voluntary act and deed, for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of October, 1992.

[Signature]
 NOTARY PUBLIC in and for the State of
 Idaho, residing at Attol
 My Commission expires: 11/16/96