

**ARTICLES OF INCORPORATION
For
IOTRAIL, INC.**

FILED/EFFECTIVE
NOV 12 2002 10:06
IDAHO SECRETARY OF STATE

Article 1

The name of the corporation is IOTRAIL, INC.

Article 2

The number of shares this corporation has authorized is two.
One belonging to Jonathan Edward Crossett.
One belonging to David Barclay Hunsaker

Article 3

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

David Hunsaker
137 South 5th West
Rexburg, Idaho 83440

Article 4

The names and address of the incorporators are:

David Hunsaker
137 South 5th West
Rexburg, Idaho 83440

Jonathan Crossett
355 West 2nd South
Rexburg, Idaho 83440

Article 5

The mailing address to which all information will be sent to is:

David Hunsaker
137 South 5th West
Rexburg, Idaho 83440

Article 6 - Purpose

The purpose of this corporation is to provide a medium for students at local colleges to broker used textbooks at market prices.

Also, this company will provide other needed services catered to the local market of student demand.

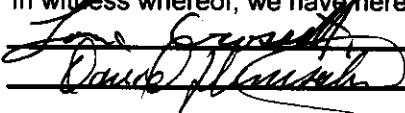
Article 7

Distribution of income will be shared evenly between the shares.

Article 8

Upon dissolution or liquidation of this corporation, all of its remaining assets, after payment of its obligations, shall be transferred and distributed to the original owners including hardware, rights of software, materials and etc. All clientele and customers of the company will be dealt with accordingly.

In witness whereof, we have hereunto set our hands this 6th day of November, 2002.



IDAHO SECRETARY OF STATE
11/12/2002 05:00
CK: NO CK # CT: 164891 BH: 645330
1 @ 100.00 = 100.00 CORP # 2

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