

ARTICLES OF INCORPORATION
OF

QUALITY INVESTMENTS INC.

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SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE IDAHO BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH A CORPORATION:

I.

QUALITY INVESTMENTS INC.

II.

THE CORPORATION IS TO HAVE A PERPETUAL EXISTENCE.

III.

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF BUYING, SELLING AND FINANCING OF ALL TYPES OF REAL ESTATE AND PERSONAL PROPERTY, AND FOR THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE IDAHO BUSINESS CORPORATION ACT.

IV.

THE AUTHORIZED CAPITAL OF THE CORPORATION CONSISTS OF A SINGLE CLASS OF STOCK, THE TOTAL NUMBER OF AUTHORIZED SHARES IS 100,000 AND AN PAR VALUE OF: ONE DOLLAR A SHARE.

V.

THE HOLDERS OF SHARES OF STOCK IN THIS CORPORATION ARE NOT ENTITLED TO PRE-EMPTIVE RIGHTS TO PURCHASE ADDITIONAL SHARES OF STOCK.

VI.

THE ADDRESS OF THE INITIAL, REGISTERED OFFICE OF THE CORPORATION IS: 2559N. 3600W. MOORE, ID 83255

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VII.

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS SHAUNA R. BABCOCK AT 2559N. 3600W. MOORE, ID 83255.

VIII.

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS, AND THE NAME AND ADDRESS OF THE PEOPLE WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY ARE:

<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT: SHAUNA R. BABCOCK	2559N.3600W. MOORE, ID 83255
SECRETARY: STEPHEN H. BABCOCK	2559N. 3600W. MOORE, ID 83255

IX.

THE NAME AND ADDRESS OF THE INCORPORATORS ARE:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN H. BABCOCK	2559N. 3600W. MOORE, ID 83255

Stephen H. Babcock
SIGNATURE

27 September 1999
DATE

SHAUNA R. BABCOCK	2559N. 3600W. MOORE, ID 83255
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Shauna R. Babcock
SIGNATURE

27 Sept. 1999
DATE

QUALITY INVESTMENTS

BOARD OF DIRECTORS-
Corporation

The Directors, duly elected by the stock holders of QUALITY INVESTMENTS INC, adopted the following resolution at a meeting on SEPTEMBER 27, 1999 in MOORE, Idaho.

AT THE FIRST ANNUAL MEETING, IS WAS RESOLVED THAT SHAUNA R. BABCOCK WILL BE THE CHAIRMAN OF THE BOARD, AND STEPHEN H. BABCOCK WILL BE SECRETARY. IT WAS ALSO RESOLVED THAT ALL STEPS NECESSARY TO INCORPORATE QUALITY INVESTMENTS WOULD BE TAKEN.

ATTEST:

This is a true and complete copy of the above resolution adopted by the Board of Directors of QUALITY INVESTMENTS at their meeting of SEPTEMBER 27, 1999 in MOORE, ID.

Signed



STEPHEN H. BABCOCK

Secretary of the Board of Quality Investments.