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ARTICLES OF SHARE EXCHANGE OF

A-1, INC.

AND

ADVANCED RESTAURANT SEATING & MILL, INC. STATE OF IDAHO

NOW KNOWN AS A-1, INC.

The undersigned, being all of the shareholders and directors of A-1, Inc. and Advanced Restaurant Seating & Mill, Inc., adopt the following Articles of Share Exchange:

1. The plan of share exchange is attached as Exhibit A.
2. At the time of approval, the shareholders of A-1, Inc. and the numbers of shares owned by the shareholders were:

Richard D. Silcock and Kaye Dawn Silcock	45,700 shares
Robert Silcock and Leah Silcock	45,700 shares
3. At the time of approval, the shareholders of Advanced Restaurant Seating & Mill, Inc. and the numbers of shares owned by the shareholders were:

Wayne W. Johnson and Dolly S. Johnson	67,200 shares
Richard D. Silcock and Kaye Dawn Silcock	33,600 shares
Robert Silcock and Leah Silcock	33,600 shares
4. All shares of both corporations voted in favor of the plan of share exchange.
5. The name of the corporation following share exchange is A-1, Inc.
6. The effective date of the share exchange is January 1, 2003.

Wayne W. Johnson

Dolly S. Johnson

Richard D. Silcock

Kaye Dawn Silcock

Robert Silcock

Leah Silcock

ARTICLES OF SHARE EXCHANGE OF A-1, INC. and
ADVANCED RESTAURANT SEATING & MILL, INC.

IDAHO SECRETARY OF STATE
08/19/2003 05:00
CK: 6465 CT: 93701 DH: 697170
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C101271

PLAN OF SHARE EXCHANGE OF
A-1, INC.
AND
ADVANCED RESTAURANT SEATING & MILL, INC.,
NOW KNOWN AS A-1, INC.

Effective January 1, 2003, the directors and shareholders of A-1, Inc. (A-1) and Advanced Restaurant Seating & Mill, Inc. (ARS) adopt and approve the following plan of share exchange:

1. The corporations that are exchanging shares are A-1, the acquiring corporation, and ARS, the corporation whose shares are being acquired.

2. The name of the surviving corporation shall be A-1, Inc.

3. Prior to the share exchange, the shareholders of A-1 were:

Richard D. Silcock and Kaye Dawn Silcock	45,700 shares
Robert Silcock and Leah Silcock	45,700 shares

4. Prior to the share exchange the shareholders of ARS were:

Wayne W. Johnson and Dolly S. Johnson	67,200 shares
Richard D. Silcock and Kaye Dawn Silcock	33,600 shares
Robert Silcock and Leah Silcock	33,600 shares

5. All shares of ARS shall be exchanged for shares of A-1, and following the exchange, the shareholders of A-1 and the total outstanding shares of A-1 shall be:

Richard D. Silcock and Kaye Dawn Silcock	51,600 shares
Robert Silcock and Leah Silcock	51,600 shares
Wayne W. Johnson and Dolly S. Johnson	<u>16,800 shares</u>

TOTAL OUTSTANDING SHARES	120,000 shares
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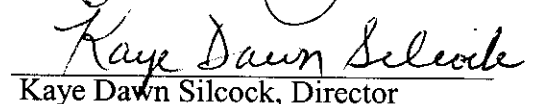
6. The directors of A-1, Inc. and ARS recommend the plan of share exchange to the shareholders of A-1 and ARS.

DATED this 1st day of January, 2003.

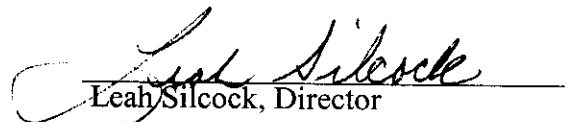
A-1, INC.


Wayne W. Johnson, Director


Richard R. Silcock, Director


Kaye Dawn Silcock, Director


Robert Silcock, Director


Leah Silcock, Director

ADVANCED RESTAURANT SEATING & MILL, INC.


Wayne W. Johnson, Director


Robert Silcock, Director


Richard D. Silcock, Director

APPROVAL OF SHAREHOLDERS

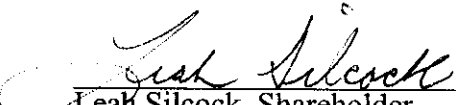
The undersigned being all of the Shareholders of A-1, Inc. and Advanced Restaurant Seating & Mill, Inc. acknowledge receipt of notice of a meeting of each corporation stating that one of the purposes of the meeting was to consider a plan of share exchange and containing a copy or summary of the plan of share exchange. Further, the undersigned, being all of the shareholders of both corporations, approve the plan of share exchange as set forth above.

A-1, INC.


Richard D. Silcock, Shareholder

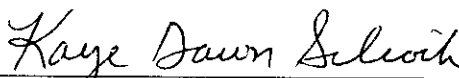

Kaye Dawn Silcock, Shareholder


Robert Silcock, Shareholder

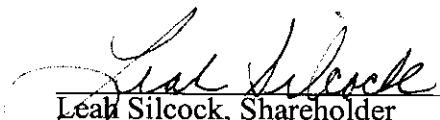

Leah Silcock, Shareholder


ADVANCED RESTAURANT SEATING & MILL, INC.


Richard D. Silcock, Shareholder


Kaye Dawn Silcock, Shareholder


Robert Silcock, Shareholder


Leah Silcock, Shareholder


Wayne W. Johnson, Shareholder


Dolly S. Johnson, Shareholder