

ARTICLES OF INCORPORATION
OF

CAPRI ENTERPRISES INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the under-
signed natural persons of lawful age and citizens of the United
States, for the purpose of forming a corporation pursuant to the
provisions of the Idaho Business Corporation Act (Title 30, Idaho Code)
do hereby certify as follows:

FIRST

The name of the corporation is

CAPRI ENTERPRISES INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized
include the transaction of any or all lawful business for which
corporations may be incorporated under the Idaho Business Corporation
Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have
authority to issue is: 100,000 Such shares are to
consist of one class only. The par value of each of such shares
shall be NO PAR VALUE, which stocks shall not be issued
until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

07/29/1999 09:00
CX: 1029476 CT: 118606 RH: 237791

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SECRETARY OF STATE
STATE OF IDAHO

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SECRETARY OF STATE
STATE OF IDAHO

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

2904 CAMBRIDGE DRIVE

HAYDEN LAKE, IDAHO 83835

The name of the corporation's initial registered agent at such address is: ANTHONY PISCITELLI JR

EIGHTH

The number of directors constituting the initial Board of Directors is: NONE

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NAME N/A

ADDRESS N/A

NINTH

The names and addresses of all incorporators are:

NAME ANTHONY S. PISCITELLI, JR.

ADDRESS 2904 CAMBRIDGE DRIVE HAYDEN LAKE, IDAHO 83835

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS ' _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 19TH day of JULY, 1999.


Incorporator

Incorporator

Incorporator

Incorporator

STATE OF IDAHO)

: ss

COUNTY OF KOOTENAI)

On This 19th day of July in the year 1999 before me, a Notary Public in and for said State, personally appeared ANTHONY S. PISCITELLI, JR., known or identified to me to be the person(s) whose name(s) is/are subscribed to the within Instrument, and acknowledged to me that he/she/they executed the same.



Notary Public of Idaho

Residing at Hayden

Commission Expires 10/3/2000

