

**CERTIFICATE OF RESTATEMENT**  
**OF**  
**ARTICLE OF INCORPORATION**

**FILED EFFECTIVE**

07 DEC 26 PM 4:40

The undersigned, Richard W. Haener, does hereby certify:

SECRETARY OF STATE  
STATE OF IDAHO


That said Richard W. Haener is, and at all times herein mentioned was, the duly elected Secretary of MyStateUSA, Inc., an Idaho Corporation, formerly named MyState USA, Inc., hereinafter referred to as the "Company".

That at a deferred annual meeting of the Board of Directors and the Shareholders of the Company duly held pursuant to notice for the transaction of business of the Company at 3:00 o'clock p.m., MST, October 23, 2007, there were at all times physically present and participating (1) a majority of the members of the Board of Directors at the Board meeting, and (2) shareholders holding a majority of the outstanding shares of the common stock of the Company.

The attached Restated Articles of Incorporation contain and consolidate all amendments and corrections of amendments to the Articles of Incorporation into this single document, and were adopted and approved by a majority vote of the Board of Directors and of the shareholders holding a majority of the outstanding shares of common stock of the Company on the day above indicated and are now in full force and effect.

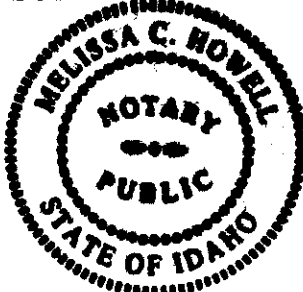
IN WITNESS WHEREOF, the undersigned hereby certifies that the foregoing is a true and correct statement of said Restated Articles of Incorporation of MyStateUSA, Inc., and has executed this certificate on this 26<sup>th</sup> day of December 2007.


MyStateUSA, Inc.

By:   
Richard W. Haener, Secretary of the Company

STATE OF IDAHO )  
                                  :SS  
County of Ada )

SUBSCRIBED AND SWORN To before me this 26<sup>th</sup> day of December 2007.



  
Notary Public for Idaho  
Residing at Base, Idaho  
Commission Expires: 4-3-2012

Q 128824

ARTICLES OF RESTATEMENT  
OF ARTICLES OF INCORPORATION  
OF  
MYSTATEUSA, Inc.

Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned corporation restates its Articles of Incorporation as follows:

ARTICLE I  
Name

The name of the Corporation is MyStateUSA, Inc.

ARTICLE II  
Authorized Shares

The aggregate number of shares of the Corporation is authorized to issue shall be fifty million (50,000,000) shares all of which shall be common voting stock.

ARTICLE III  
Registered Office and Agent

The registered office of the Corporation is 1458 S. Eagle Flight Way, Boise, ID 83709, and its registered agent at that address is Richard W. Haener.

ARTICLE IV  
Treasury Shares

This corporation shall not vote its treasury shares, except that it may vote treasury shares held in a fiduciary capacity.

ARTICLE V  
Redeemable Shares

Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

## ARTICLE VI Board of Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of, its board of directors. The number of directors shall be fixed by the by laws but shall never be less than 5 and no more than 11.

## ARTICLE VII Special Meeting of Shareholders

Special meetings of shareholders shall be held (a) on call of the corporation's board of directors; or (b) by the president of the Corporation; or (c) by the written demand of the holders of at least fifteen percent (15%) of all votes entitled to be cast on any issue proposed to be considered at a special meeting, said demand to be signed, dated, and delivered to the Corporation with a description of the purpose for which the meeting is to be held.

## ARTICLE VIII Indemnification

The corporation shall indemnify the directors and officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment.

## ARTICLE IX Limitation of Liability

No director shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by said director to which he is not entitled, (ii) an intentional infliction of harm on the corporation and / or its shareholders; or a violation of Idaho Code § 30-1-33.

## ARTICLE X Amendment of Articles

That the Articles of Incorporation may be amended by (a) a vote of 2/3 of the Board of Directors and a written consent of a majority of the Shareholders, or (b) by a vote of the majority of the Shareholders at an annual or special meeting of the Shareholders.

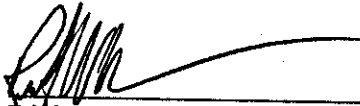
ARTICLE XI  
Incorporator

The name of the incorporator is Richard W. Haener and the incorporator's address is 6202 Edgewater Drive, Boise, Idaho 83709.

Dated this 26<sup>th</sup> day of December, 2007.

MyStateUSA, Inc.

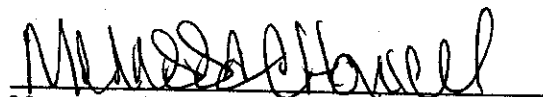
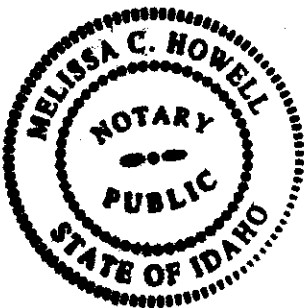
By:



Richard W. Haener, Corporate Secretary

STATE OF IDAHO )  
                                  :SS  
County of Ada     )

On this 26<sup>th</sup> day of December, in the year 2007, before me Melissa Howell a notary public, personally appeared RICHARD W. HAENER known or identified to me to be the Secretary of the corporation that executed the instrument or the persons who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.



Notary Public for the State of Idaho

Residing at: Base Idaho

My Commission Expires:

4-3-2012