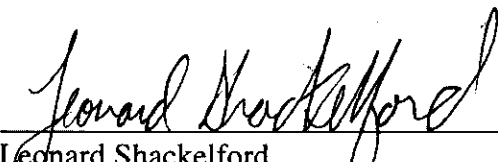


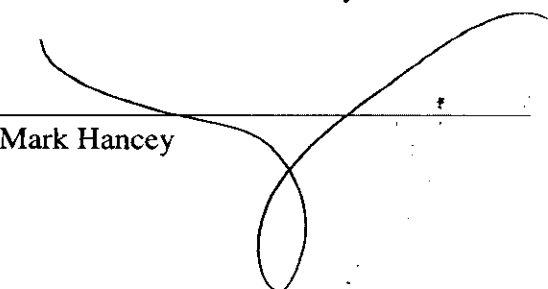
**FILED**

**CERTIFICATE AUTHORIZING RE-STATED ARTICLES OF INCORPORATION**

Pursuant to Section 30-1-1004 of the Idaho Code. We hereby attach with the re-stated Articles of Incorporation a certificate setting forth that the re-statement contains amendments, which the Articles require Shareholder approval and provide the following information as follows:

1. The Corporation contains a single class share of 100,000 shares authorized to be issued.
2. Of the 100,000 authorized shares, 1,000 were issued and outstanding, of which 500 were originally issued to Leonard Shackelford and 500 to Mark Hancey. Both Mr. Shackelford and Mr. Hancey were at the meeting. The parties agreed in the unanimous to approve the amendments in the re-stated Articles of Incorporation. Unanimous approval is sufficient to approve the transfer. The essence of the change was to acknowledge that Mr. Shackelford is now the sole owner of the corporation and has purchased the shares from Mr. Hancey.

  
Leonard Shackelford

  
Mark Hancey

IDAHO SECRETARY OF STATE

08/12/1999 09:00  
CK: 2009 CT: 119191 BH: 241578

1 @ 30.00 = 30.00 AMEND PROF # 2

C/27101

**ARTICLES OF INCORPORATION**

**OF**

**THE MERIDIAN GROUP, INC.**

SE AUG 12 2008 8:35

WE, THE UNDERSIGNED natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Idaho Business and Corporation Act, Chapter 1, Title 16, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Corporate Name**

1.01 The name of this corporation is:

**THE MERIDIAN GROUP, INC.**

**ARTICLE II**

**Time of Duration**

2.01 The duration of this corporation shall be "perpetual" unless otherwise dissolved by legal proceedings.

**ARTICLE III**

**Omitted**

**ARTICLE IV**

**Capital Stock**

4.01 The aggregate number of shares which the Corporation shall be authorized to issue shall be 100,000 shares. All such shares are without par value.

**ARTICLE V**

**Initial Office and Agent**

5.01 The address of this corporation's initial registered office and the name of its principal registered agent at such address is: Lynn Garner, 138 South State, Preston, Idaho 83263.

**ARTICLE VI**

### **Business Location**

6.01 The mailing address and principal place of business shall be 138 South State, Preston, Idaho 83263. The business of this Corporation may be carried on in all counties of the State of Idaho, in all states of the United States, and in all territories thereof, and in all foreign countries as the directors shall determine.

### **ARTICLE VII Initial Directors**

7.01 The number of Directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders, or until their successors are elected and qualified, are:

LEONARD SHACKELFORD  
260 Hillside Drive  
Smithfield, Utah 84335

### **ARTICLE VIII Officers**

8.01 The officers of the Corporation may consist of a Chairman of the Board, a President, one or more Vice Presidents, a Secretary and a Treasurer, as determined by the Board of Directors. One person may hold more than one office as officer of the Corporation when approved by the Corporation's Board of Directors. Each officer shall be elected by a majority vote of the Board of Directors at a meeting duly held and constituted.

### **ARTICLE IX Incorporators**

9.01 The names and addresses of each incorporator is:

Leonard Shackelford	260 Hillside Drive
	Smithfield, Utah 84335

### **ARTICLE X Liability of Stockholders**

10.01 The private property of the stockholders shall not be liable for corporate obligations.

## **ARTICLE XI**

### **By-Laws**

11.01 The By-Laws of the Corporation shall be adopted and may be amended and/or repealed by a majority vote of the Board of Directors of the Corporation, subject to any restrictions or limitations imposed by law, or contained in the By-Laws.

## **ARTICLE XII**

### **Restrictions on Transfer of Shares**

12.01 The Stock, mentioned above, shall be subject to restrictions of transfer and alienation according to the rules now in effect and promulgated by Chapter 8, Title 28 of the Idaho Code and the Securities Act of 1933 as well as any amendments to either that may be subsequently adopted. All certificates of stock representing shares, either common or preferred, in the corporation shall be marked with the following legend:

THE SHARES REPRESENTED HEREBY HAVE NEITHER BEEN REGISTERED UNDER THE FEDERAL SECURITIES ACT OF 1933 NOR WITH THE IDAHO SECURITIES COMMISSION AND ARE SUBJECT TO LIMITATIONS ON RESALE. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT PURPOSES ONLY AND MAY NOT BE SOLD OR TRANSFERRED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SHARES OR THE OPINION OF APPROVED COUNSEL PRESENTED TO THE CORPORATION PRIOR TO THE PROPOSED TRANSFER OR ALIENATION THAT REGISTRATION IS NOT REQUIRED UNDER THE ACT IS ALSO NOT REQUIRED BY THE IDAHO SECURITIES COMMISSION NOR WILL DISQUALIFY THE CORPORATION'S SUB CHAPTER "S" ELECTION UNDER THE UNITED STATES INTERNAL REVENUE CODE (26 USCA §1371 ET SEQ.).

## **ARTICLE XIII**

### **Re-Acquired Shares**

13.01 The Board of Directors shall have the power to create a fund for the purchase of the Corporation's stock by the Corporation. Any such shares so purchased shall be deemed to be authorized but unissued stock and shall be subject to pre-emptive rights, if any, of the remaining stockholders.

ARTICLE XIV

Notices

14.01 Any notices and time limitations to stockholders, directors or officers under the laws of the State of Idaho may be waived by such stockholder, director or officer in writing.

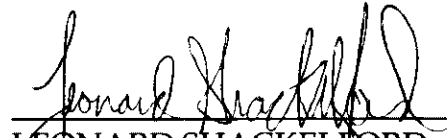
ARTICLE XV


Scope of Articles of Incorporation

15.01 Except as provided above, all other matters for the operation of corporate affairs shall be provided for in the corporate By-Laws.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this 9 day of August, 1999.

ORIGINAL INCORPORATORS:

  
LEONARD SHACKELFORD

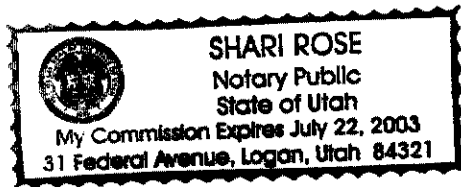
  
LYNN GARNER

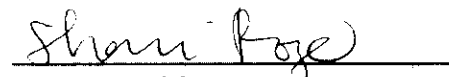
STATE OF UTAH )

County of Cache )  
:SS

LEONARD SHACKELFORD and LYNN GARNER, being first duly sworn upon oath, depose and say: That they have read the foregoing Articles of Incorporation, know and understand the contents thereof, and that the same are true of their own knowledge.


SUBSCRIBED AND SWORN TO before me this 9 day of August, 1999.



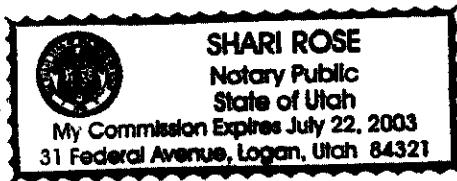
  
Notary Public

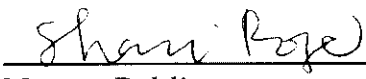
## ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

Lori Lee-Howell, as the appointed Registered Agent for THE MERIDIAN GROUP, INC., does hereby accept the appointment of Registered Agent for said Corporation.

  
LYNN GARNER

SUBSCRIBED AND SWORN TO before me this 9 day of August, 1999.



  
Notary Public