

FILED/EFFECTIVE

MAY 7 4 01 PM '01

**SECRETARY OF STATE
STATE OF IDAHO**

ARTICLES OF INCORPORATION

STALLION SOFTWARE ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, being of full age and a citizen of the United States, has this day voluntarily associated for the purpose of forming a corporation under the provisions of Idaho Code 30-101 et. seq., I hereby certify in writing:

ARTICLE I

NAME

The name of said corporation shall be STALLION SOFTWARE ENTERPRISES, INC.

ARTICLE II

PURPOSES AND POWERS

The corporation is formed to engage in and conduct all lawful business.

ARTICLE III

DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

IDAHO SECRETARY OF STATE

**05/08/2001 09:00
CK: 8903 CT: 78437 DH: 395696**

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1 @ 20.00 = 20.00 EXPEDITE C # 3**

C 138912

ARTICLE IV

REGISTERED OFFICE

Unless and until hereafter changed as may be permitted by law, the registered office of said corporation in the State of Idaho shall be located in the County of Ada, and the post office address of the registered office of said corporation in the State of Idaho, County of Ada, shall be: 3452 Riva Ridge, Boise, Idaho 83709. Terry L. Yarbrough shall be the registered agent at the address set forth above.

ARTICLE V

CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is One Hundred Million (100,000,000) shares, all of which shall have no par value. All such shares shall be common voting shares.

B. The relative rights, privileges, and limitations of all shares shall be in all respects identical, share for share.

ARTICLE VI
INCORPORATORS

Following is the name and post office address of the incorporator:

<u>NAME OF INCORPORATOR</u>	<u>POST OFFICE ADDRESS</u>
Terry Yarbrough	3452 Riva Ridge Boise, ID 83709

ARTICLE VII
MANAGEMENT

A. The business of the corporation shall be managed by a board of at least one (1) director and not more than fifteen (15) directors. The directors need not be shareholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

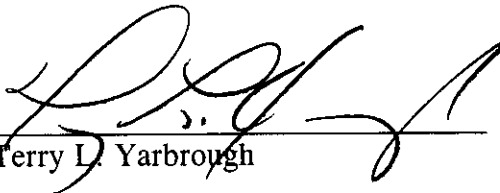
B. The Incorporator(s) listed in Article VI above shall serve as director(s) until the first meeting of shareholders or until successor director or directors are elected and qualify.

ARTICLE VIII

BY-LAWS

The power to adopt, repeal and amend the By-Laws of the corporation shall be in the stockholders and the By-Laws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of May, 2001.


Terry L. Yarbrough