

CERTIFICATE OF INCORPORATION
OF

AMERICAN BUSINESS EXCHANGE, INC.

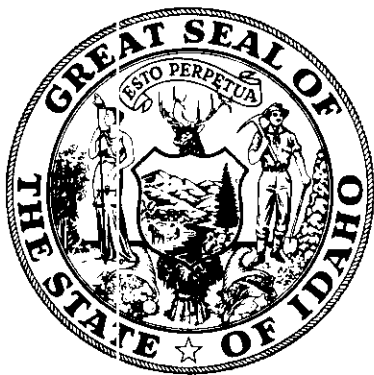
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

AMERICAN BUSINESS EXCHANGE, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated _____ July 9, 19 85.



Pete T. Cenarrusa

SECRETARY OF STATE

Sally J. Clark

Corporation Clerk

ARTICLES OF INCORPORATION
OF
AMERICAN BUSINESS EXCHANGE, INC.
A NON-PROFIT CORPORATION

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KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, citizens and residents of the State of Idaho and the United States of America, over the age of twenty-one (21), for the purpose of organizing and forming a non-profit corporation under the provisions of the Idaho Non-Profit Corporation Act (Title 30, Chapter 3, Idaho Code, Sections 30-301 to 30-332) and all other pertinent laws of the State of Idaho, do hereby associate ourselves and adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is the AMERICAN BUSINESS EXCHANGE, INC.,

ARTICLE II

The period of this corporation's duration is perpetual.

ARTICLE III

The purpose of this corporation is to educate and inform businesses concerning their economic environment, to maintain and support a free enterprise system among businesses, provide a system of communication and exchange among businesses, act as a trustee for member businesses of their common interests, and any other lawful activity, none of which is for profit, for which corporations may be organized.

This corporation is organized exclusively to promote the common interests and the improvement of business conditions as a business league within the meaning of Section 501 (c)(6) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code.

This organization is not organized for profit, and no part of the net earnings shall inure to the benefit of any private shareholder.

ARTICLE IV

The corporation shall have one class of members, which shall consist of any person or business who is duly qualified and fulfills the requirements for membership. The qualifications and rights of the members shall be as set forth in the By-Laws of the Corporation.

ARTICLE V

The street address of the initial registered office of the corporation is: 811 7th Street South, Nampa, Idaho 83651

The name of the corporation's initial registered agent at this address is: WILLIAM M. MORRISS

ARTICLE VI

The number of directors constituting the initial Board of Directors shall be three (3). Subsequent membership on the Board of Directors shall be determined as provided in the corporations By-Laws as adopted by the Board of Directors.

ARTICLE VII

1. The management of the affairs and business of the corporation shall be vested in the Board of Directors.

2. The number, qualifications, powers, duties, terms of office, and times and places for meetings of the Board of Directors shall be prescribed by the Board of Directors and recorded in the By-Laws of the corporation.

3. The Board of Directors may adopt By-Laws by a majority vote which will further the purposes of the corporation as established in ARTICLE III.

4. The officers of the corporation shall be designated, named, elected or appointed in a manner to be prescribed in the By-Laws of the corporation.

5. Amendment to these Articles shall be made by adoption of such amendment at a meeting of the members by the vote of a majority of the members.

ARTICLE VIII

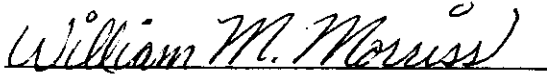
The assets of this corporation upon dissolution or final liquidation shall be distributed to an organization which has established its tax

exempt status under Section 501 (c) (6) of the Internal Revenue Code.

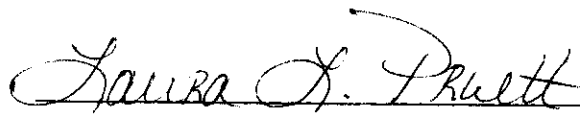
ARTICLE IX

The names and addresses of each incorporator and each initial member of the Board of Directors of the corporation are as follows:

1. WILLIAM M. MORRISS
STAR ROUTE, PO BOX 201
MELBA, IDAHO 83641


WILLIAM M. MORRISS

2. LAURA L. PRUETT
2007 S. LOCUST
NAMPA, IDAHO 83651


LAURA L. PRUETT

3. ROBBIN C. FISHER
556 TRINI
KUNA, IDAHO 83634


ROBBIN C. FISHER