

FILED

ARTICLES OF INCORPORATION
OF

OCT 23 AM 8:34
STATE OF IDAHO

Foster Holdings Ltd

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned 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

Foster Holdings Ltd

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 \$1.00, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

10/23/1998 09:00
CK: 236358274 CT: 105751 DH: 155726

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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:

6519 Main St, Ste 299

Bonnors Ferry, ID 83805

The name of the corporation's initial registered agent at such address is: Jeffrey S. Foster

EIGHTH

The number of directors constituting the initial Board of Directors is: 2

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 Jeffrey S. Foster

ADDRESS 6519 Main St, Ste 299 Bonnors Ferry, ID 83805

NAME Heather L. Foster

ADDRESS 6519 Main St, Ste 299 Bonnors Ferry, ID 83805

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Jeffrey S. Foster

ADDRESS 6519 Main St, Ste 299 Bonners Ferry, ID 83805

NAME Heather L. Foster

ADDRESS 6519 Main St, Ste 299 Bonners Ferry, ID 83805

NAME _____

ADDRESS _____

NAME _____

ADDRESS _____

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)
and seal(s) this 21 day of October, 1998.

Jeffrey S. Foster
Incorporator

Heather L. Foster
Incorporator

Incorporator

Incorporator

STATE OF IDAHO)
County of Boundary) ss.

On this 21st day of October, 1998,
before me, the undersigned, a Notary Public in and for said state,
personally appeared

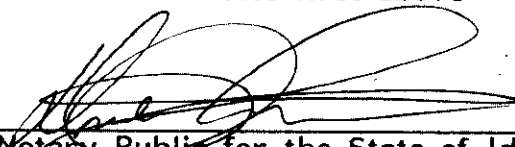
Jeffrey S. Foster

Heather L. Foster

Jeffrey S. Foster
Heather L. Foster

known to me to be the person(s) whose name(s) is/are subscribed
to the within and foregoing instrument, and acknowledged to me
that (t)he(y) executed the same, and that (t)he(y) was/were (a)
person(s) of lawful age and citizen(s) of the United States of
America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written.


Notary Public for the State of Idaho

Residing at: Bonanza Ferry, Idaho

My commission expires: 10/10/03