

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2004 MAR -4 AM 10: 27

OF

U.S. CAPITAL MANAGEMENT, INC.

SECRETARY OF STATE
STATE OF IDAHO

1. Name. The name of the corporation is U.S. Capital Management, Inc. (the "Corporation").
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.
3. Registered office and agent. The registered office of the Corporation is 4355 Emerald Street, Suite 200, Boise, Idaho 83706, and its registered agent at that address is Linda Cada.
4. Initial director. The name and address of the director serving as the Corporation's Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Todd J. Lindsey	4355 Emerald Street, Suite 200 Boise, Idaho 83706

5. Incorporator. The name of the incorporator is Todd J. Lindsey and the incorporator's address is 4355 Emerald Street, Suite 200, Boise, Idaho 83706.
6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes.
7. 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 existing Idaho Business Corporation Act permits prior to such amendment).
8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 3rd day of March, 2004.


Todd J. Lindsey, Incorporator

IDAHO SECRETARY OF STATE
03/04/2004 05:00
CK: none CT: 143938 BH: 738889
I @ 100.00 = 100.00 CORP # 2

C153434