

ARTICLES OF INCORPORATION

OF

The Latimer Group, Inc.

FILED EFFECTIVE

05 AUG 30 PM 2:47

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for the Corporation:

ARTICLE 1.

NAME

The name of the Corporation is The Latimer Group, Inc.

ARTICLE 2.

DURATION

The Corporation is to have perpetual existence.

ARTICLE 3.

PURPOSE and POWERS

The purpose for which the Corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under the Act (Idaho Code Section 30-1-3). The Corporation shall have the power to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith, which are not forbidden by the Act, by other law, or by these Articles of Incorporation, including but not limited to the statutory powers specified in Idaho Code Sections 30-1-4 to 30-1-6 as amended and supplemented.

ARTICLE 4.

SHARES

4.1. The aggregate number of shares of common stock which the Corporation shall have to authority to issue is 1000 shares. Such common stock shall have None par value. There shall be only one class of stock.

IDAHO SECRETARY OF STATE
08/30/2005 05:00
CK: 1012 CT: 191049 BH: 909060
1 @ 100.00 = 100.00 CORP # 2

C162217

4.2. The holders of the common stock shall be entitled to receive, when and as declared by the Board of Directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

4.3. Private property of the stock holders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

ARTICLE 5.

PREEMPTIVE and PREFERENTIAL RIGHTS

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, and to any obligations of the Corporation convertible into stock. Any stock or obligations convertible into stock issued by the Corporation shall be offered first to the stockholders of the Corporation.

ARTICLE 6.

INITIAL REGISTERED OFFICE and AGENT

The location and the physical address of the initial registered office of the Corporation and it's registered agent is as follows:

Registered Office:

16661 Windsor Lane
Nampa, Idaho
83687

Registered Agent:

Lisa J Latimer

ARTICLE 7.

DIRECTORS

The number of Directors of the Corporation shall be as specified from time to time in the By Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By Laws, provided the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

The initial number of Directors shall be one (1), who shall serve until such Directors' successors are hereafter elected and qualified, and who shall be:

| <u>Directors' Name(s)</u> | <u>Address</u> |
|---------------------------|---|
| Lisa J. Latimer | 16661 Windsor Lane, Nampa, Idaho 83687 |
| Bradley J. Street | 8427 Thunder Mountain Drive, Boise, Id. 83709 |

ARTICLE 8.

INCORPORATOR

The name and post office address of the incorporator is as follows:

| <u>Incorporator's Name</u> | <u>Address</u> |
|----------------------------|--|
| Lisa J. Latimer | 16661 Windsor Lane, Nampa, Id 83687 |

ARTICLE 9.

OTHER PROVISIONS

9.1. Transactions Between Corporations, Officers and Directors. Without in any way limiting the provisions of Idaho law, no contract or other transaction between the Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of another corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that such Director or firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of the Corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal effective as of the
30 day of August, 2005.

Incorporator

STATE OF IDAHO)
) ss.
County of)

I, _____ a Notary Public, do hereby certify that on this _____ day of _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of _____. That he/she signed the foregoing document as _____ of the Corporation, and that the statements therein contained are true.

My commission expires: