

ARTICLES OF INCORPORATION
OF
PAKSENSE, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), and adopting the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be PAKSENSE, INC.

ARTICLE II
PURPOSE AND EXISTENCE

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA.

ARTICLE III
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation in the State of Idaho is 10158 Prairie Road, Boise, Idaho 83714. The name of its registered agent such address is Thomas Jensen.

ARTICLE IV
CAPITALIZATION

Section 4.1 The Corporation is authorized to issue two classes of capital stock, to be designated respectively "**Common Stock**" and "**Preferred Stock**." The total number of shares of Common Stock the Corporation shall have the authority to issue is Thirty-Five Million (35,000,000) shares, each with a par value of \$0.001 per share. Twenty-Five Million (25,000,000) shares shall be Common Stock and Ten Million (10,000,000) shares shall be Preferred Stock.

Section 4.2 Any Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issuance duly adopted by the Board of Directors of the Corporation (the "**Board**") (authority to do so being hereby expressly vested in the Board), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such series of Preferred Stock and shall fix the designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions of each such series of Preferred Stock (collectively, the "**Preferred Stock**").

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Designation”). The Board is authorized to alter the designation, rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any Preferred Stock Designation of the Board originally fixing the number of shares constituting any series of Preferred Stock, to increase or decrease (but not below the number of shares or any such series then outstanding) the number of shares of any such series subsequent to the issue of shares of that series.

Section 4.3 Each share of Preferred Stock issued by the Corporation, if reacquired by the Corporation (whether by redemption, repurchase, conversion to Common Stock or other means), shall upon such reacquisition resume the status of authorized and unissued shares of Preferred Stock, undesignated as to series and available for designation and issuance by the Corporation in accordance with the immediately preceding paragraph.

Section 4.4 The Corporation shall from time to time in accordance with the IBCA increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock, if applicable.

Section 4.5 Except as may otherwise be provided in a Preferred Stock Designation, the holders of Common Stock will be entitled to one vote on each matter submitted to a vote at a meeting of shareholders for each share of Common Stock held of record by such holder as of the record date for such meeting.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in a Preferred Stock Designation or a shareholder agreement authorized under Section 30-1-732 of the IBCA.

Section 5.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws.

ARTICLE VI PREEMPTIVE RIGHTS

Except as may be set forth in a written agreement with the Corporation or in a Preferred Stock Designation, no shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

**ARTICLE VII
CUMULATIVE VOTING**

Except as may be set forth in a written agreement with the Corporation or in a Preferred Stock Designation, the shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors.

**ARTICLE VIII
AMENDMENT OF BYLAWS**

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

**ARTICLE IX
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

**ARTICLE X
INCORPORATOR**

The name and address of the Incorporator are:

Name:

Address

Paul M. Boyd

c/o Stoel Rives LLP
101 S. Capitol Blvd., Suite 1900
Boise, Idaho 83702

**ARTICLE XI
LIMITATION ON LIABILITY**

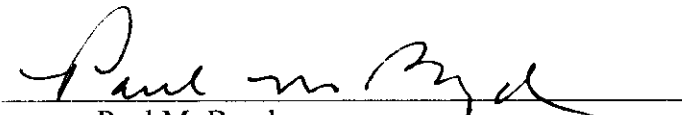
To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this *Article XI* shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE XII INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this *Article XII*. No amendment to or repeal of this *Article XII* shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

* * *

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 14th day of January, 2005.



Paul M. Boyd
Incorporator



101 S. Capitol Boulevard, Suite 1900
Boise, Idaho 83702
main 208 389 9000
fax 208 389 9040
www.stoel.com

PAUL M. BOYD
Direct (208) 387-4247
pboyd@stoel.com

January 14, 2005

VIA FACSIMILE 334-2080

Idaho Secretary of State
Boise, ID

Re: PakSense, Inc.

Dear Sir or Madam:

This office represents PakSense, LLC and PakSense, Inc. In connection with today's filing of Articles of Incorporation for PakSense, Inc., please be advised that within 30 days of the date of this letter we intend to merge PakSense, LLC with and into PakSense, Inc., with PakSense, Inc. being the surviving corporation in the merger.

If you have any questions, please give me a call.

Very truly yours,

A handwritten signature in cursive script that reads "Paul M. Boyd".

Paul M. Boyd

Oregon
Washington
California
Utah
Idaho