

FILED

**STATE OF IDAHO
FOR-PROFIT CORPORATION**

99 FEB 16 AM 8:06
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION OF:

ARTICLE I: NAME

The name of the corporation shall be:

AFINCO, INC.

ARTICLE II: SHARES

The number of shares the corporation is authorized to issue is: Twenty-Four Million (24,000,000) shares of Common stock with \$0.001 par value, and One Million (1,000,000) shares of Preferred stock with \$0.001 par value.

ARTICLE III: REGISTERED OFFICE

The registered office of the Corporation shall be located in the state of Idaho, County of Nez Perce, and City of Lewiston at the following address:

2264 LAPWAI RD., LEWISTON, IDAHO 83501

The name of the registered agent at such office is as follows:

VURRELL G. FINCH JR.

ARTICLE IV: INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

D. Craig Bunker, 14900 Interurban Ave. S. Suite 201, Seattle, WA 98168

IDAHO SECRETARY OF STATE

02/16/1999 09:00
CK: 3823 CT: 111112 BH: 187993

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ARTICLE V: LIABILITY OF DIRECTORS

As fully as possible under the laws of the State of Idaho as they now exist and as they may from time to time be revised, the Corporation intends that its Directors be protected from legal action by stockholders or other persons (natural or otherwise) on account of service as Directors of the Corporation. A Director shall not be liable for damages of the Corporation to stockholders or to any other person (natural or otherwise) unless such Director engaged in personal fraud affecting such action or actions of the Corporation.

ARTICLE VI: LIABILITY OF OFFICERS

As fully as possible under the laws of the State of Idaho as they now exist and as they may from time to time be revised, the Corporation intends that its Officers be protected from legal action by stockholders or other persons (natural or otherwise) on account of service as Officers of the Corporation. An Officer shall not be liable for damages of the Corporation to stockholders or to any other person (natural or otherwise) unless such Officer engaged in personal fraud affecting such action or actions of the Corporation.

ARTICLE VII: INDEMNIFICATION OF OFFICERS, DIRECTORS EMPLOYEES AND AGENTS

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she, is or was, and Officer, Director, Employee or Agent of the Corporation or is, or was, serving at the request of the Corporation as an Officer, Director, Employee, or Agent of another corporation, partnership, joint venture, trust, or other enterprise. This indemnification is mandatory in all circumstances in which indemnification is permitted by law.

IN WITNESS WHEREOF, the incorporator hereof does set his/her hand this 3rd day
of February, 1999.

D. Craig Bunker
D. Craig Bunker

STATE OF WASHINGTON

COUNTY OF KING

On this 3rd day of February, 1999, before me, the undersigned Notary Public,
D. Craig Bunker personally appeared to me known to be the individual described in and
who executed the foregoing instrument, and acknowledged that he executed the same as
his free act and deed.

Dorothy J. Bunker
NOTARY PUBLIC

My Commission Expires 12/9/00

