

ARTICLES OF INCORPORATION

FILED EFFECTIVE

OF

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BROADPLACE, INC.

SECRETARY OF STATE
STATE OF IDAHO

**ARTICLE I
NAME**

The name of the corporation is Broadplace, Inc. (the "Corporation").

**ARTICLE II
AUTHORIZED SHARES**

The Corporation shall be authorized to issue 1,000 shares of common stock having no par value.

**ARTICLE III
BOARD OF DIRECTORS**

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 shareholder agreement authorized under section 30-1-732 of the Idaho Business Corporation Act (the "Act"). The number of directors constituting the initial board of directors shall be two (2), and the names and addresses of the persons to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
James W. Durst	12400 Menaul Blvd. NE, Ste. 150 Albuquerque, NM 87112
Susan Rae Durst	12400 Menaul Blvd. NE, Ste. 150 Albuquerque, NM 87112

**ARTICLE IV
INDEMNIFICATION**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the 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 Act permitted the Corporation to provide prior to such amendment).

**ARTICLE V
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 is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of section 30-1-833 of the Act; or (iv) an intentional violation of criminal law.

**ARTICLE VI
REGISTERED AGENT**

The address of the registered office of the Corporation is 101 S. Capitol Blvd, 10th Floor, Boise, ID 83702, and the name of its registered agent at that address is Idaho Service Company.

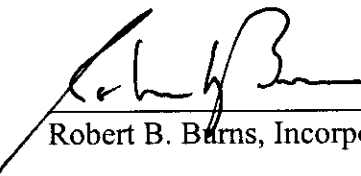
**ARTICLE VII
INCORPORATOR**

The name of the incorporator is Robert B. Burns, and the incorporator's address is 5225 N. Quail Summit Way, Boise, ID 83703.

**ARTICLE VIII
AMENDMENT**

These Articles of Incorporation may be amended from time to time in the manner provided under section 30-1-1003 of the Act.

In witness whereof, I have subscribed these Articles of Incorporation this 17th day of August, 2005.



Robert B. Burns, Incorporator