

FILED - DIRECTIVE

OCT 5 3 55 PM '00

ARTICLES OF INCORPORATION

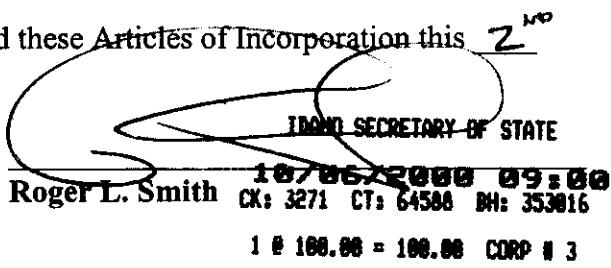
SECRET
STATE

OF

PRO GOLD MANUFACTURING, INC.

1. **Name.** The name of the corporation is **Pro Gold Manufacturing, Inc.**
2. **Authorized shares.** The aggregate number of shares the corporation is authorized to issue shall be **One Hundred Thousand (100,000)**, all of which shall be common voting stock.
3. **Registered office and agent.** The registered office of the corporation is at 7614 West Lemhi #2, Boise, Idaho 83709, and its registered agent at that address is **Roger L. Smith**.
4. **Incorporator.** The name of the incorporator is **Roger L. Smith**, and the incorporator's address is 7614 West Lemhi #2, Boise, Idaho 83709.
5. **Elimination of Board of Directors.** The undersigned Incorporator shall initially be the only shareholder of the corporation, and hereby agrees, pursuant to Idaho Code, §30-1-732, that the corporation shall not have a Board of Directors, and that the corporation shall be governed directly by its shareholders. Subject to amendment by all persons who are shareholders at the time of the amendment, this provision shall be valid for the entire term in which the corporation is in existence. The provisions of this paragraph shall be noted conspicuously on the front or back of each certificate for outstanding shares or on the information statement required by Idaho Code, §30-1-626(2).
6. **Indemnification.** The corporation shall indemnify the 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 Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Articles of Incorporation this 2nd day of October, 2000.


IDaho SECRETARY OF STATE
Roger L. Smith 107-8672000 09-00
CX: 3271 CT: 64588 BH: 353016
1 @ 100.00 = 100.00 CORP # 3