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STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
XTREME TECHNOLOGIES, INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: Xtreme Technologies, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 50,000,000. The shares shall have no par value.

FIFTH: The address of the initial registered office of the corporation is 1620 B Northwest Blvd., Suite 300, Coeur d'Alene, Idaho 83814, and the name and address of its initial registered agent is: Jeffery J. Crandall, 1620 B Northwest Blvd., Suite 300, Coeur d'Alene, Idaho 83814.

SIXTH: The number of directors shall be set by the Bylaws but the initial Board of Directors of the corporation shall be four (4), and the names and addresses of the persons who are 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>
Jeffery J. Crandall	1620 B Northwest Blvd., Suite 300, Coeur d'Alene, Idaho 83814
John N. Marcheso	1620 C Northwest Blvd. Coeur d'Alene, Idaho 83814
Michael J. Bibin	850 Ironwood Dr. Coeur d'Alene, Idaho 83814
Bryan Kelly	11450 Sundler Lane Hayden, Idaho 83835

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Jeffery J. Crandall	1620 B Northwest Blvd., Suite 300, Coeur d'Alene, Idaho 83814

EIGHTH: To the fullest extent allowed by applicable laws existing from time to time, any person may, and Directors shall be indemnified or reimbursed by the Corporation for liability, which is defined in Section 30-1-850 (5), Idaho Code, as the obligation to pay a judgment, settlement, penalty, fine, including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding, to any person for any action taken, or any failure to take an action, as a Director, except liability for: (a) the amount of a financial benefit received by a Director to which he is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Section 30-1-833, Idaho Code; (d) breaches of duty of loyalty to the Corporation or its shareholders; (e) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (f) payments of

unlawful dividends or unlawful stock repurchases or redemptions; or (g) transactions in which such Directors or Executive Officers receive an improper personal benefit.

The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, their heirs, executors, or administrators may be entitled to as a matter of law. Those persons indemnified hereunder shall be deemed to include the heirs, legal representatives, executors and administrators of such person.

Expenses (including attorney's fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The Director, officer, employee or agent must repay such amount, however, if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.

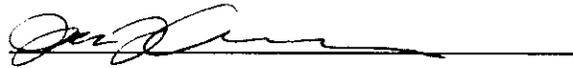
The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Directors, officers, other employees and agents. Such insurance may, but need not be, for the benefit of all Directors, officers, employees or agents.

NINTH: To the fullest extent allowed by applicable laws existing from time to time, Directors shall be exempt from liability to the Corporation or its shareholders for monetary damages resulting from breaches of fiduciary duty; provided, however, that nothing herein shall be deemed to limit or eliminate the liability of such Directors for: (a) the amount of a financial benefit received by a Director to which he is not entitled; (b) an intentional infliction of harm on the Corporation or the shareholders; (c) a violation of Section 30-1-833 of the Idaho Code; (d)

breaches of duty of loyalty to the Corporation or its shareholders; (e) acts or omissions not in good faith or involving intentional misconduct or knowing violations of law; (f) payments of unlawful dividends or unlawful stock repurchases or redemptions; or (g) transactions in which such Directors receive an improper personal benefit.

TENTH: These Articles of Incorporation may be amended by a majority vote of the Board of Directors to the extent permitted by Section 30-1-1002 of the Idaho Code or at any regular or special meeting of the shareholders by the affirmative vote of the holders of a majority of the outstanding stock of the Corporation, unless the vote of the holders of a greater amount of stock is required by law, and in that case, by the vote of the holders of such greater amount.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of January, 2002.



Jeffery J. Crandall, Incorporator