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SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION  
OF  
QUANTMTECH, INC.**

The undersigned person, hereby executes the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Title 30, Chapter 1 of the Idaho Code (the "General Business Code"):

**ARTICLE 1  
Name of Corporation**

The name of the corporation is QUANTMTECH, INC. (the "Corporation") and its duration shall be perpetual.

**ARTICLE 2  
Corporate Purpose**

The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the General Business Code.

**ARTICLE 3  
Authorized Shares**

3.1 Authorized Capital. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The aggregate number of shares, which the Corporation is authorized to issue, is Thirty Million (30,000,000) shares, Twenty Million (20,000,000) shares of which shall be Common Stock (the "Common Stock") and Ten Million (10,000,000) shares of which shall be Preferred Stock (the "Preferred Stock").

3.2 Common Stock The holders of shares of the Common Stock shall be entitled to receive dividends out of funds of the Corporation legally available therefore, at the rate and the time or times as may be provided by the Board of Directors and shall be entitled to receive distributions legally payable to shareholders on the liquidation of the Corporation. The holders of shares of Common Stock, on the basis of one vote per share, shall have the right to vote for the election of members of the Board of Directors of the Corporation and the right to vote on all other matters, except where a separate class or series of the Corporation's shareholders vote by class or series.

3.3 Authority to Designate Series Preferred. The Board of Directors is hereby authorized to provide for the issuance of shares of Preferred Stock in one or more series, at such time or times and for such consideration or considerations as the Board of Directors may determine. Each series shall be so designated to distinguish its shares from the shares of all other series and classes. All shares of a series of Preferred Stock shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the articles of amendment adopted by the Board of Directors creating the series, of those of other series of the same class. The preferences, limitations and relative rights of any series may be subordinated to, made *pari passu* with or made senior to any of those of any present or future class or series of Preferred Stock or Common Stock. The Board of Directors is also authorized to increase or decrease the number

1 - ARTICLES OF INCORPORATION

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of shares of any series, prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding.

#### ARTICLE 4 Shareholder Action Without a Meeting

Any action required or which may be taken at a meeting of shareholders of the Corporation may be taken without a meeting or a vote if, pursuant to the Bylaws, either (i) the action is taken with the prior written consent of all shareholders entitled to vote; or (ii) the action is taken with the written consent of shareholders holding of record, or otherwise entitled to vote in the aggregate, not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote on the action were present and voted, and at the time the action is taken the Corporation is not a public company. The action taken under this Article must be evidenced by one or more written consents describing the action taken, signed by all the shareholders entitled to vote on the action, or by those shareholders taking action under subsection (ii) of this Article, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under subsection (i) of this Article is effective when the last shareholder signs the consent, unless the consent specifies an earlier or later effective date. Action taken under subsection (ii) of this Article is effective when the consent or consents bearing sufficient signatures are delivered to the Corporation, unless the consent or consents specify an earlier or later effective date.

#### ARTICLE 5 Indemnification of Officers and Directors

5.1 Indemnity Obligation. The Corporation shall indemnify, to the fullest extent permitted by the General Business Code, as the same exists or may hereafter be amended, any director or officer or former director or officer made, or threatened to be made, a party to or a witness or other participant in any proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, against liability and expenses of the type indemnified against under the General Business Code. No indemnification pursuant to this Article shall be required with respect to any settlement or other non-adjudicated disposition of any threatened or pending proceeding, unless the Corporation has given its prior consent to such settlement or other disposition. Nothing contained in these Articles shall affect any rights to indemnification to which employees and agents, other than directors and officers, may be entitled, and the Corporation may indemnify these employees and agents to the fullest extent in the manner permitted by the General Business Code, as the same exists or may hereafter be amended.

5.2 Expenses. Expenses incurred in connection with a proceeding shall be paid by the Corporation to or for any director or officer or former director or officer of the Corporation in advance of the final disposition of such proceeding, promptly upon such person's compliance with the expense advancement provisions of the General Business Code as in effect from time to time.

5.3 Nonexclusive Remedy. The foregoing indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person indemnified under this Article may be entitled. The Corporation is authorized to enter into contracts of indemnification with its directors now or hereafter serving. The Corporation is also entitled to purchase and maintain insurance as permitted under the General Business Code as from time to time in effect.

5.4 Enforceability. The rights provided to any person by this Article shall be enforceable against the Corporation by such person, who shall be presumed to have relied upon

it in serving or continuing to serve as a director or in any of the capacities set forth in this Article. The elimination of, or amendment to, this Article or any portion thereof shall not deprive any person of any rights under this Article arising out of alleged or actual occurrences, acts or failures to act occurring prior to notice of that person of the elimination or amendment. The rights provided to any person by this Article shall inure to the benefit of that person's heirs and legal representatives.

**5.5 Meaning.** The terms used in this Article shall have the same meaning as set forth in the General Business Code as in effect from time to time, unless a different meaning is permitted by law and is clearly indicated in this Article.

#### **ARTICLE 6 Limitation of Director Liability**

A director of this Corporation shall not be personally liable to this Corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates the General Business Code pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the General Business Code is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the General Business Code, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of this Corporation shall not adversely affect any right or protection of a director of this Corporation existing at the time of such repeal or modification.

#### **ARTICLE 7 Registered Office and Agent**

The name and address of the initial registered office of the Corporation is:

Incorporating Services, Ltd.  
5527 Kendall Street  
Boise, ID 83706

#### **ARTICLE 8 Incorporator**

The name and address of the incorporator is:

Kiman Lucas, General Counsel  
3020 Issaquah-Pine Lake Road #322  
Sammamish, WA 98075

#### **ARTICLE 9 Corporate Mailing Address**

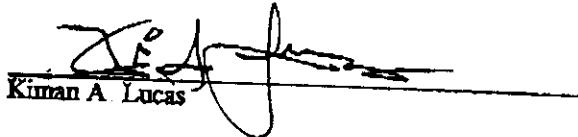
The initial corporate mailing address is:

Quantmtech, Inc.  
815 Park Blvd. Suite 310

Boise, Idaho 83712

I, the undersigned incorporator, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 8<sup>th</sup> day of February, 2006



Kiman A. Lucas

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

The undersigned hereby consents to serve as registered agent, in the State of Idaho, for Quantmtech, Inc. The undersigned understands that as agent for the Corporation, it will be the undersigned's responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to immediately notify the Office of the Secretary of State of the undersigned's resignation or of any changes in the address of the registered office of the Corporation for which the undersigned is agent.

DATED this 8<sup>th</sup> day of February, 2006.

INCORPORATING SERVICES, LTD



Beverly O. Porter  
By: Beverly O. Porter  
Title: Assistant Secretary