

**ARTICLES OF INCORPORATION
OF
THE PERFECT PACE, INC.**

FILED

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

I.

The name of the Corporation is THE PERFECT PACE, INC.

II.

The period of duration of this Corporation shall be perpetual.

III.

The purpose or purposes for which the Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation's Act.

IV.

The aggregate number of shares which the Corporation shall have authority to issue is TEN THOUSAND (10,000) shares, all of which are to be at no par value.

V.

No stock in the Corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price and terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation.

IDaho SECRETARY OF STATE

08/02/1999 09:00
CX: 1075 CT: 24405 IN: 230639

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VI.

The address of the initial registered office of the Corporation is 608 Northwest Blvd., Suite 401, Coeur d'Alene, Idaho, 83814, and the name of its initial registered agent at such address is Joel P. Hazel.

VII.

The fiscal year of the corporation shall begin on the 1st day of January, and end on the 31st day of December in each year.

VIII.

The Corporation shall have no Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the shareholders and officers of the Corporation, as elected by the shareholders, according to procedures outlined in the By-Laws of the Corporation. The names and addresses of persons who are to serve as officers of the Corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:


Caryol S. Dennis, President/Treasurer
Jeff Faulkes, Co-Secretary
Shannon Faulkes, Co-Secretary
Stacey Neal, Co-Secretary
Morgan Neal, Co-Secretary

IX.

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Caryol S. Dennis	2922 Mammoth Butte, MT 59701

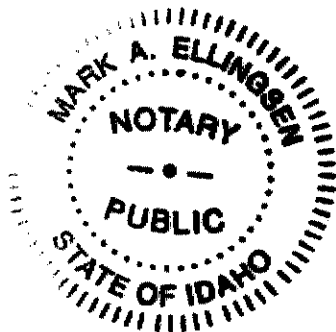
DATED this 30 day of July, 1999.

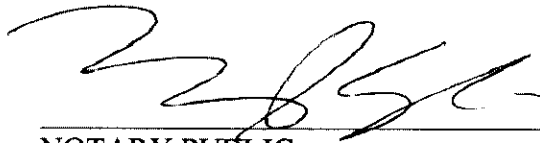

Caryol S. Dennis, Incorporator

STATE OF IDAHO)
) ss.
County of Kootenai)

On this 30 day of July, 1999, before me, the undersigned Notary Public in and for the said State, personally appeared Caryol S. Dennis, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.





NOTARY PUBLIC
Residing at: Hyden
My Commission Expires: 12-11-2002