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ARTICLES OF INCORPORATION
OF
KIRK McMILLIN, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, does hereby certify, declare, and adopt the following Articles of Incorporation:

I.

The name of the Corporation shall be KIRK McMILLIN, INC..

II.

The nature of the business, or the object or purpose to be transacted, promoted, or carried on by the Corporation, is:

(1) To act as a real estate agent in connection with real estate sales, purchases, leases, options, and/or development; and

(2) To transact any other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

III.

The aggregate number of shares which the Corporation shall have the authority to issue is 10,000 shares of no-par value common stock. Said shares shall be of one class only.

IV.

The Corporation is to have a perpetual existence.

IDaho SECRETARY OF STATE

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ARTICLES OF INCORPORATION - 1.

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V.

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). The directors need be neither stockholders of the Corporation, nor residents of the state of Idaho.

The name and address of the person who is to serve as director until the first annual meeting of the shareholders, or until his successor is elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
KIRK E. McMILLIN	5309 No. Black Spruce Boise, Idaho 83713

VI.

The private property of the stockholders shall not be subject to the payment of corporate debts.

VII.

The Corporation shall have the authority, in accordance with Idaho State law, to indemnify each director or officer, or any person who may have served at its request as a director or officer of another corporation in which it has shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation or of such other corporation (whether or not he continues to be a director or officer at the time of incurring such expense) except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or willful misconduct in the performance of his duty as such director or officer. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or otherwise.

The Corporation shall have the right to defend and to incur reasonable expenses in the defense of any such actions, suits, or proceedings brought against any such director, officer, or person. Wherever in this section a director or officer is referred to, such

reference shall include his or her personal representatives, executors, and administrators.

VIII.

Meetings of the stockholders may be held outside the state of Idaho if the Bylaws so provide. Subject to any provision contained in any statute, the books of the Corporation may be kept outside the state of Idaho at such place or places as may be designated from time to time either by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by ballot unless the Bylaws of the Corporation shall so provide.

IX.

The Corporation reserves the right to amend, alter, change, or repeal any provision herein contained in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders herein are granted subject to this reservation.

X.

The name and place of residence of the incorporator is as follows:

KIRK E. McMILLIN
5309 N. Black Spruce
Boise, Idaho 83713

XI.

The registered office of this Corporation in the state of Idaho shall be number 5309 N. Black Spruce, Boise, Idaho 83713, or such other place within the county of Ada as the Board of Directors may hereafter determine. The name of the registered agent at such address is KIRK E. McMILLIN.

DATED this 3rd day of December, 1998.


KIRK E. McMILLIN, Incorporator


STATE OF IDAHO

County of Ada

) ss
)

On this 31st day of December, 1998, before me, the undersigned Notary Public in and for the state, personally appeared KIRK E. McMILLIN, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires 02/20/02

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ARTICLES OF INCORPORATION - 4.

BARRY PETERS

Attorney at Law, P.A.
Admitted to Practice in Idaho & California

JAN 4 3 41 PM '99

101 Eagle Glen Lane, Suite A
Eagle, Idaho 83616

Telephone: (208) 939-2600
Facsimile: (208) 939-2692

December 23, 1998

The Idaho Secretary of State
700 West Jefferson
Boise, Idaho 83720

Re: Consent to Use of Corporate Name
KIRK McMILLIN, L.C.

Dear Secretary of State:

This office represents Kirk McMillin who is the owner of Kirk McMillin, L.C.. Mr. McMillin is also in the process of forming a new corporation which will be named "Kirk McMillin, Inc." Enclosed with this letter you will find two original Articles of Incorporation for that new corporation.

By his counter signature at the end of this letter, Kirk McMillin, on behalf of Kirk McMillin, L.C. hereby gives consent for the utilization of the name Kirk McMillin, Inc. by the new corporation.

Thank you for your attention in this matter.

Cordially yours,


Barry Peters

BP:jlmm

Enclosures

cc: Kirk McMillin

AUTHORIZATION FOR USE OF NAME

The undersigned, as the sole managing member of KIRK McMILLIN, L.C., hereby grants consent to KIRK McMILLIN, INC. for the use of said corporate name.

DATED 12/31/58.

KIRK McMILLIN, L.C.


KIRK McMILLIN, Managing Member