

FILED EFFECTIVE

ARTICLES OF INCORPORATION

OF

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UNIVERSAL STONE SYSTEMS, INC.

SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

NAME

The name of the corporation (hereinafter called the Corporation) is Universal Stone Systems, Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The initial registered office for the Corporation is 2317 E 400 N, St. Anthony, Idaho 83445. The initial registered agent is Wayne D. Virgin, 2317 E 400 N, St. Anthony, Idaho 83445.

ARTICLE III

PROFIT CORPORATION

This Corporation is organized pursuant to the General Corporation Laws of the State of Idaho.

ARTICLE IV

PURPOSE AND POWERS OF THE CORPORATION

The specific purpose for which this Corporation is formed is to transact a general stone and fabrication operation.

In furtherance of said purposes this Corporation shall have power to:

(a) perform all of the duties and obligations related to ownership and maintenance of a general stone and fabrication business;

(b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(c) build and manufacture all types of personal property;

(d) conduct a wholesale and retail business;

(e) borrow money, mortgage, pledge, execute a deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred but only with the assent by vote or written assent of fifty one (51%) percent of the shares outstanding;

(f) to have and exercise any and all powers, rights, and privileges which the Corporation organized under the General Corporation Laws of the State of Idaho may now or hereafter have or exercise.

ARTICLE V

AUTHORIZED CAPITAL

This corporation is authorized to issue 15,000 shares of capital stock with no par value. All stock shall be common stock and when fully paid be non-assessable and not subject to call. Each share shall be entitled to one vote.

The Corporation shall have the power to adopt, by appropriate by-laws, a provision or provisions restricting the sale or transfer of shares of stock.

ARTICLE VI

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed and controlled by a Board of fourteen directors. The By-Laws of the Corporation shall provide for an increase or decrease in their number. The names and post office addresses of the incorporators and original members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George M. Crapo	726 N 2100 E, St. Anthony, ID 83445
Ryan Crapo	1st West and Main, Box 182, Parker, ID 83438
Conn Crapo	1509 N Canyon Creek Road, Newdale, ID 834436
Judd Crapo	2417 E 482 N, St. Anthony, ID 83445
Cade Crapo	2029 E 700 N, St. Anthony, ID 83445
DeVerl Stoddard	1717 East 400 N., St. Anthony, Idaho
Greg Stoddard	P.O. Box 246, Sugar City, Id 83448
Jed Stoddard	P.O. Box 231, Parker, Idaho 83438
Chris Stoddard	246 North 3rd East, Rexburg, ID 83440
Daniel Stoddard	2317 East 400 North, St. Anthony, Idaho 83445
Jonathan Stoddard	1605 East 300 North, St. Anthony, ID 83445
Wayne D. Virgin	5003 Shadow Creek Drive, Idaho Falls, ID 83401
Ryan Costley Rasmussen	195 N 2000 E, Rexburg, ID 83440
Leslie Ray Mecham	1903 E 100 N, Rexburg, ID 83440

The Board of Directors shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of directors necessary to constitute a quorum. The Board of Directors is authorized to make, alter, or repeal the By-Laws of the Corporation by an affirmative vote of 2/3rds of the directors.

ARTICLE VII

DISSOLUTION

If this Corporation is dissolved by lapse of renewal of the corporate license or if the

Corporation is terminated for any reason, such assets shall be granted, conveyed and assigned to the stockholders of the Corporation in proportion to their stock ownership.

ARTICLE VIII

DURATION

This Corporation shall exist perpetually.

ARTICLE IX

AMENDMENTS

These Articles may be amended by assent by vote of the members representing fifty one (51%) percent or more of the voting power at an annual meeting or a special meeting called for such purpose. These articles may also be amended by unanimous written assent of all of the shareholders.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Idaho, we the undersigned, constituting the incorporators of this Corporation, have executed these Articles of Incorporation this 27 day of July, 2005.


GEORGE M. CRAPO


RYAN CRAPO


CONN CRAPO


CADE CRAPO


JUDD CRAPO


DEVERL STODDARD


GREG STODDARD


JED STODDARD



CHRIS STODDARD


DANIEL STODDARD


JONATHAN STODDARD


WAYNE D. VIRGIN


LESLIE RAY MECHAM


RYAN COSTLEY RASMUSSEN