

ARTICLES OF INCORPORATION
FOR
Titanium Tech., Inc.

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

ARTICLE I.

Name

The name of the corporation is Titanium Tech., Inc.

ARTICLE II.

Purposes

The purpose for which this corporation is organized is to transact any or all lawful business for which corporations may be incorporated under The Idaho Business Corporation Act.

ARTICLE III.

Capital Stock

The total authorized capital stock of the corporation shall be 1,000,000 shares, all of which shall be common voting stock without nominal or par value.

ARTICLE IV.

Preemptive Rights

The shareholders of this corporation shall have the first right to purchase unissued or treasury shares in proportion to their share ownership. This preemptive right shall apply to shares issued to directors, officers or employees unless the issuance is pursuant to an employment plan authorized by a vote of sixty-five or more percent of the shares entitled to vote thereon. Likewise, this preemptive right shall apply to shares to be issued for

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STATE OF IDAHO

IDAHO SECRETARY OF STATE

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consideration other than cash.

ARTICLE V.

Initial Registered Office and Agent

The initial registered office of the corporation is: 101 Technology Drive, Idaho Falls, Idaho 83401. The name of the initial registered agent at that office is Alan Donaldson.

ARTICLE VI.

Board of Directors

The following named persons shall constitute the members of the original Board of Directors of the Corporation, and shall serve as such directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify:

<u>Name</u>	<u>Address</u>
Alan Donaldson	101 Technology Drive, Idaho Falls, Idaho
Ronald Cordes	101 Technology Drive, Idaho Falls, Idaho

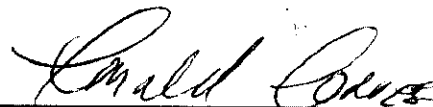
ARTICLE VII.

Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ronald Cordes	101 Technology Drive, Idaho Falls, Idaho

IN WITNESS WHEREOF I have signed these Articles of Incorporation this
30th day of December, 1998.



Ronald Cordes, Incorporator