

ARTICLES OF INCORPORATION
OF
TIERNEY CONSULTING, INC.

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SECRETARY OF STATE
STATE OF IDAHO

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ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be TIERNEY CONSULTING, INC.

ARTICLE II
DURATION OF CORPORATION

The duration of the corporation shall be perpetual.

ARTICLE III
CORPORATE PURPOSE

The purposes for which the corporation is organized are to carry on any lawful business for which corporations may be organized under the Idaho Business Corporation Act, and to exercise all powers granted to a corporation formed under that Act, including any amendments thereto or successor statute that may be hereinafter enacted.

ARTICLE IV
CAPITALIZATION

The aggregate number of shares this corporation shall have the authority to issue shall be 10,000 shares of non-assessable common stock having a par value of \$1.00 per share.

ARTICLE V
BOARD OF DIRECTORS

There shall be one (1) director. The number of directors may be increased or decreased from time to time by unanimous resolution of the shareholders. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

ROBERT J. TIERNEY

2113 WEST PARKSTONE COURT
MERIDIAN, IDAHO 83642

IDAHO SECRETARY OF STATE
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ARTICLE VI
PREEMPTIVE RIGHTS

The owners of shares of common stock of the corporation shall be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividend or otherwise.

ARTICLE VII
NO CUMULATIVE VOTING

There shall be no cumulative voting of shares.

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its articles of incorporation from time to time by majority vote of its shareholders.

ARTICLE IX
AMENDMENT OF BYLAWS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its bylaws from time to time by majority vote of its shareholders.

ARTICLE X
LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment to or repeal of this Article shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XI
INDEMNIFICATION

To the fullest extent permitted by its bylaws and Idaho law, this corporation is authorized to indemnify any of its officers, directors, employees and agents. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment to or repeal of this Article shall not adversely affect any right of an individual with respect to any right to indemnification arising prior to such amendment or repeal.

ARTICLE XII
REGISTERED OFFICE

The name and address of the registered agent of the corporation are:


ROBERT J. TIERNEY
2113 WEST PARKSTONE COURT
MERIDIAN, IDAHO 83642

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator are as follows:

ROBERT J. TIERNEY
2113 WEST PARKSTONE COURT
MERIDIAN, IDAHO 83642

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of August, 2004.



ROBERT J. TIERNEY, Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, ROBERT J. TIERNEY, hereby consent to serve as Registered Agent in the State of Idaho for the above named corporation, to accept Service of Process in behalf of the Corporation, to forward license renewals and other mail to the Corporation, and to immediately notify the Office of the Secretary of State in the event of my resignation or of any changes in the registered office address.

DATED effective the 27 day of August, 2004.


ROBERT J. TIERNEY