

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Jan 7 1 36 PM '99

OF

**SECRETARY OF STATE
STATE OF IDAHO**

**BIZMINDERS, INC.
(formerly Banks Associates, Inc.)**

1. Name. The name of the corporation is BizMinders, Inc. (the "Corporation").
2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be Two Thousand (2,000), all of which shall be common voting stock with a One Dollar (\$1.00) par value. Each share of voting common stock shall have equal rights to distributions and to the net assets of the Corporation upon liquidation.
3. Registered office and agent. The registered office of the Corporation is 5366 Hill Road, Boise, Idaho 83703 and its registered agent at that address is Rick Katucki.
4. Initial directors. The names and addresses of the directors serving as the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rick Katucki	5366 Hill Road, Boise, Idaho 83703
Pam Wissenbach	5707 Willow Creek Road, Eagle, Idaho 83616

5. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.
6. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

IDAHO SECRETARY OF STATE

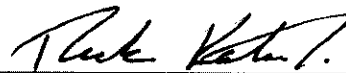
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7. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; or (iii) an intentional violation of criminal law.

In witness whereof, I have subscribed these Amended and Restated Articles of Incorporation this 7 day of JUNE, 1999.



Rick Katucki, President