

**ARTICLES OF INCORPORATION
OF
PLANNING SOLUTIONS, INC.**

FILED/EFFECTIVE

MAY 2 12 25 PM '01

**SECRETARY OF STATE
STATE OF IDAHO**

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned incorporator, being a natural person of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the Idaho Business Corporation Act and such other laws of the State of Idaho as are pertinent, and do hereby certify as follows:

1. NAME:

The name of the corporation shall be: Planning Solutions, Inc.

2. DURATION:

The corporation shall have perpetual existence.

3. REGISTERED OFFICE AND AGENT:

The address of the initial registered office of this corporation is 5077 West Catalpa Court, Boise, Idaho, 83703, and the initial registered agent at this office is Cynthia L. Fogdall.

4. PURPOSE AND POWERS:

The nature of the business and the purpose of this corporation is to engage in consulting and professional services related to convention organization and planning, and related activities, and for the transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

5. SHARES:

The authorized amount of capital of this corporation shall be 100,000 shares of common stock, with a par value of \$1.00 each, making an authorized aggregate capitalized stock at par value of \$100,000.00, which stock shall not be issued until fully paid for and once so issued shall not be subject to assessment. There shall be only one class of stock.

6. PREEMPTIVE AND PREFERENTIAL RIGHTS:

The stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, and to any obligations of the corporation convertible into stock. Any stock or obligations convertible into stock issued by the corporation shall be first offered to the stockholders of the corporation.

IDAHO SECRETARY OF STATE

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ARTICLES OF INCORPORATION OF PLANNING SOLUTIONS, INC. 100.00 = 100.00 CORP # 2

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7. DIRECTORS:

The number of Directors of the corporation shall be as specified in the Bylaws and the number of Directors may, from time to time, be increased or decreased as may be provided by the Bylaws; provided, however, that the number of the Directors constituting the Board shall not be fewer than the number required by law.

The initial Board of Directors shall consist of one (1) Director, who shall serve until successors are hereafter elected and qualify, and who shall be:

NAME

Cynthia L. Fogdall

ADDRESS

5077 West Catalpa Court, Boise, ID 83703

8. SHAREHOLDER LIABILITY:


Without limiting Idaho Law in any way, the private property of the stockholders of the corporation shall not be subject to the payment of corporate debts; the corporate assets shall not be subject to the personal debts of the stockholders; the shares of the corporation shall not be subject to the payment of corporate debts; and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or otherwise paying debts or discharging obligations of the corporation.

9. INCORPORATOR:

The name and address of the incorporator is:

Cynthia L. Fogdall
5077 West Catalpa Court
Boise, ID 83703

IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation, this 2 day of May, 2001.


CYNTHIA L. FOGDALL
Incorporator