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ARTICLES OF INCORPORATION 99 AUG 27 AM 9:19

OF

SECRETARY OF STATE
STATE OF IDAHO

GOLD STAR STONE, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a citizen of the United States of America, being over the age of 18 years, does hereby form a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the corporation shall be GOLD STAR STONE, INC.

ARTICLE 2: PURPOSES: The corporation is organized for the purposes of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE 3: TERM: The corporation is to have perpetual existence.

ARTICLE 4: REGISTERED OFFICE AND REGISTERED AGENT: The registered office of the corporation shall be located at 1648 South 600 West, Oakley, Idaho 83346. The registered agent for the corporation shall be Barry Peterson, whose business office is identified with the registered office of the **IDAHO SECRETARY OF STATE** corporation.

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1 ARTICLE 5: CORPORATION STOCK: The total number of
2 shares which the corporation is authorized to issue is ten
3 thousand (10,000) shares. The Board of Directors may from time
4 to time fix the consideration for which such shares shall be
5 issued and sold. The capital stock when fully paid, shall be
6 nonassessable, shall be one class of which all shall be voting.
7 Voting of the stock shall be cumulative.

8 ARTICLE 6: INCORPORATOR: The name and post office
9 address of the incorporator is:

10 Barry Peterson
11 1648 South 600 West
12 Oakley, Idaho 83346

13 ARTICLE 7: DIRECTORS: The initial Board of
14 Directors shall consist of one director who shall be
15 Barry Peterson. The initial Board of Directors shall serve
16 until the first annual meeting of the shareholders at which
17 time their successors shall be elected and qualified. The
18 Bylaws shall specify the number of Directors for the
19 corporation to be elected at the first annual meeting of
20 shareholders, and thereafter. The number of Directors that the
21 By-laws may specify shall be not less than one (1) nor more
22 than five (5).

23 ARTICLE 8: CONTRACTS: No contract or other
24 transaction between the corporation or any other corporation,
25 whether or not a majority of the shares of capital stock of
such other corporation is owned by the corporation, and no act

1 of the corporation shall be in any affected or invalidated by
2 the fact that any of the directors of the corporation are
3 pecuniarily or otherwise interested in or are directors or
4 officers of such other corporation. Any director individually
5 may be a party to or may be pecuniarily or otherwise interested
6 in a contract or transaction of the corporation and any
7 directors of the corporation who are so interested may be
8 counted in determining the existence of a quorum at any meeting
9 of the Board of Directors of the corporation which shall
10 authorize such contract or transaction and may vote thereon to
11 authorize such contract or transaction with the same right,
12 force and effect as if he were not such director or officer of
13 such corporation and not so interested therein. The same shall
14 apply if any officer or director of this corporation shall be
15 interested in any other form of business entity dealing with
16 this corporation.

17 ARTICLE 9: NON-LIABILITY AND OF DIRECTORS: No
18 director of the corporation shall be liable to the corporation
19 or its stockholders for monetary damages for any action taken
20 or any failure to take any action as the director. This
21 provision shall be subject to the limitations provided in the
22 Idaho Business Corporation Act. Directors shall be indemnified
23 by the corporation against liability to any person for any
24 action taken or any failure to act as a director, to the extent
25 permitted by law.

IN WITNESS WHEREOF, these Articles have been executed
this 26 day of Aug., 1999.


Barry Peterson

PARSONS, SMITH & STONE, LLP
LAWYERS
BURLEY, IDAHO