

FILED/EFFECTIVE



ARTICLES OF INCORPORATION Of

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Strategic Alliances International, Incorporated

(General Business)

The undersigned natural persons, each being more than eighteen (18) years of age, hereby establish a business corporation pursuant to the statutes of Idaho, and adopt the following articles of incorporation:

Article 1. NAME. The name of the corporation is

Strategic Alliances International, Incorporated.

Article 2. AUTHORIZED SHARES. The aggregated number of shares which the corporation shall have the authority to issue is ten million (10,000,000) Common Shares, each being without par value.

Article 3. REGISTERED OFFICE. The street address of the registered office of the corporation shall be 261 7th Avenue East, Twin Falls, Idaho 83301. The registered agent at such address is Robert Myrland.

Article 4. NAMES AND ADDRESSES OF INCORPORATORS. The name and address of each incorporator is:

Wesley A. Gates
1236 North Lincoln Avenue
Jerome, Idaho 83338-1644

Robert Myrland
261 7th Avenue East
Twin Falls, Idaho 83301

Article 5. MAILING ADDRESS. The mailing address of the corporation is SAI, Inc. P.O. Box 448, Jerome, ID 83338-1644.

Article 6. DURATION. The corporation shall have perpetual existence.

Article 7. PURPOSE AND POWERS. To carry on the business of exercising, performing, developing, producing, obtaining, promoting, selling and distributing rights, services, good, wares, and merchandise of all kinds and to conduct all business of a lawful nature.

Article 8. QUALIFICATIONS OF SHAREHOLDERS. Shares are to be owned and voted by the named incorporation.

Article 9. VOTING. Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation. Cumulative voting for the election of directors is permitted.

IDAHO SECRETARY OF STATE

03/22/2001 09:00
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Article 10. PURCHASE OR TRANSFERS UPON IN ELIGIBILITY. Within 30 days after any shareholder ceases to be eligible to be a shareholder, the corporation shall purchase all of the shares he owns or such shares shall be transferred to a qualified person as described in Article 8. The price to be paid by the corporation and the schedule of payments shall be as specified in the By-Laws, and if no price or schedule is specified, the price shall be the pro rated net book value thereof as of the last day of the month preceding the date of purchase and payment shall be made in cash against receipt of the shares.

Article 11. INITIAL DIRECTORS. Five (5) directors shall constitute the initial board, their names and addresses are as follows:

Wesley A. Gates 1236 North Lincoln Avenue
Jerome, ID 83338-1644

Wesley Purdy 4428 Fairway #9
Sun Valley, ID 83353

Robert Myrland 261 7th Avenue East
Twin Falls, Idaho 83301

Jeff Houck 436 East Avenue A
Wendell, ID 83355

Kenny Cohan 350 Fifth Avenue - # 4514
New York, NY 10118

Article 12. Liability of Directors and Officers. The personal liability of a director or officer to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer is hereby eliminated and no director or officer shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except that the personal liability of a director or officer to the corporation or its stockholders for any breach of the director's or officer's duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director or officer to the corporation or its stockholder for any transaction from which the director or officer derived a legally improper personal benefit shall not be eliminated.

Article 13. MANAGEMENT OF CORPORATION. The business and affairs of the corporation shall be managed by the shareholders of the corporation and the board of directors.

The Board shall be authorized to manage only so much of the business and affairs of the Corporation as shall from time to time be delegated to it by the shareholders, by means of the By-Laws or otherwise

The right to amend or repeal the By-Laws and to adopt new bylaws is reserved to the shareholders.

Article 14. SUB CHAPTER S. Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Sub Chapter S of the Internal Revenue Code of 1954, or any amendment thereof, no attempted transfer or hypothecation, voluntary or involuntary (including any caused by the death of the shareholder), of any stock of the corporation shall be effective unless and until the proposed transferee shall have timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

Signature of Incorporators:

Robert K Myrland

Robert K Myrland

Wesley A. Gates

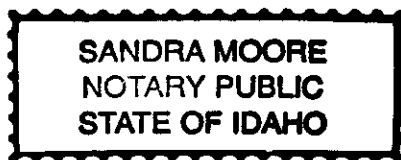
Wesley A. Gates

DATED this 20th day of March 2001

STATE OF IDAHO)
)ss.
County of Jerome)

On this 20th day of March, 2001, before me the undersigned, a notary public for Idaho, personally appeared, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

In witness whereof, I have hereunto set my hand and affixed my official seal the day and year on this certificate first above written.



Sandra Moore
Notary Public for Idaho
Residing At Jerome
Commission Expires 02-15-06

Secretary of State use only