

Articles of Incorporation
of
PAPCI International, Inc.

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CLERK OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

PAPCI International, Inc. is the name of the corporation.

ARTICLE II

PURPOSE

The purposes for which this corporation is organized are:

1. To engage in wireless Internet services, and,
2. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE III

PLACE OF BUSINESS AND AGENT

The name of the registered agent and registered office of this corporation and the principal place for the transaction of its business is hereby designated as Perry L. Lake, 4230A East 540 North, Rigby, Idaho, 83442.

ARTICLE IV

EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V

CAPITAL

The capital shall be evidenced by 10,000 common shares having no par value. This stock shall be issued pursuant to Section 1244 of the Internal Revenue Code. Such stock is, and shall remain, nonassessable.

ARTICLE VI

NO LIABILITY

The private property of the stockholders of this corporation shall not be subject to the payment of corporation debts to any extent whatsoever.

ARTICLE VII

AMENDMENT

The Directors, by a two-thirds (2/3) vote, may repeal, amend and/or adopt new By-Laws, which By-Laws may be further repealed, amended and/or adopted by the shareholders by a two-thirds (2/3) vote of all issued and outstanding shares. In the event of an amendment by the shareholders, said By-Laws so amended cannot thereafter be repealed or amended by the Directors.

ARTICLE VIII

CAPITAL STOCK

The names and addresses of the shareholders together with the amount of capital stock actually subscribed to them are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>AMOUNT OF STOCK</u>
Perry L. Lake	4230A East 540 North Rigby, Idaho 83442	50 shares
Angela K. Lake	4230A East 540 North Rigby, Idaho 83442	50 shares

ARTICLE IX

NAME AND ADDRESS OF BOARD OF DIRECTORS

The names and addresses of the Board of Directors elected by the Shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Perry L. Lake	4230A East 540 North Rigby, Idaho 83442
Angela K. Lake	4230A East 540 North Rigby, Idaho 83442

ARTICLE X

NAME, ADDRESS, AND TITLE OF OFFICERS

The names, addresses, and titles of Officers elected by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Perry L. Lake	4230A East 540 North Rigby, Idaho 83442	President
Angela K. Lake	4230A East 540 North Rigby, Idaho 83442	Secretary

ARTICLE XI

INCORPORATOR

The incorporator is Perry L. Lake, 4230A East 540 North,
Rigby, Idaho, 83442.

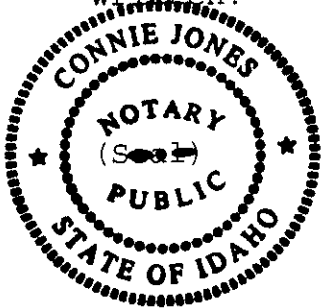
DATED in duplicate original this 6 day of July, 2001.

Perry L. Lake
Perry L. Lake

STATE OF IDAHO)
) ss
County of Jefferson)

On this 6th day of July, 2001, before me, the undersigned,
a Notary Public in and for said State, personally appeared Perry L.
Lake, known to me to be the person whose name is subscribed to the
foregoing Articles of Incorporation, and acknowledged to me that he
executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this acknowledgement first above
written.



Connie Jones
Notary Public for Idaho
Residing: Rigby
Commission Expires: 1-18-2006