

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

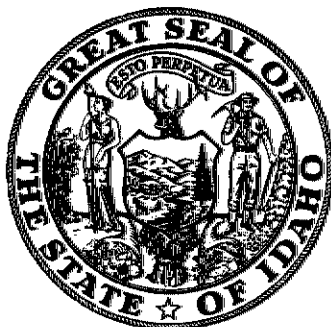
KW VENTURES INC.

File number C 112870

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 6, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Reines*

DEC 6 8 33 AM '95

SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation

IDAHO SECRETARY OF STATE
DATE 12/06/1995 0900 19513

CK #: 1426 CUST# 62378

CORP

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Article 1. The name of the Corporation will be; KW Ventures Inc.

Article 2. The duration of this Corporation will be perpetual.

Article 3. The purpose of this Corporation is to include the transactions of any or all lawful business for which corporations may be incorporated under this act.

Article 4. KW Ventures Inc. will issue 1500 Corporate shares. The shares will have no par value.

Article 5. The registered office address and registered agent is:

422 W. 129th S.
Idaho Falls, ID 83404
Mr. Keith Woolstenhulme

Article 6. KW Ventures Inc. initial Board of Directors consists of one (1) individual:

Mr. Keith Woolstenhulme
422 W. 129th S.
Idaho Falls, ID 83404

Article 7. The incorporator is: Mr. Keith Woolstenhulme

422 W. 129th S.
Idaho Falls, Idaho 83404

Article 8. KW Ventures Inc. sets forth a provision eliminating the personal liability of its Director or its stockholders for monetary damages for breach of fiduciary duty as a Director, provided that such provision shall not eliminate or limit the liability of a Director:

A. For any breach of the Director's duty of loyalty to the corporation or its stockholders.

- B. For acts of omissions not in good faith of which involve intentional misconduct or a knowing violation of law.
- C. Provided for under section 30-1-48, Idaho Code.
- D. For any transaction from which the Director derived an improper personal benefit.

Keith Woolstenhulme, President/Director



December 4, 1995