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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
of
CPE, INC.

IDAHO SECRETARY OF STATE

03/31/1999 09:00
CR: 3106 CT: 69462 BH: 282394

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The undersigned, acting as incorporators under the Idaho business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is CPE, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

A. To carry on a computer and internet business as an internet service provider to the general public; and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

B. To borrow money and issue, sell or pledge bonds, promissory notes, title of exchange debentures, and other obligations and evidences of indebtedness, payable at a specific time or times, whether secured by mortgage, security agreement or otherwise, or unsecured.

C. To buy, or otherwise acquire real estate, and to subdivide, plot and sell the same, and generally to buy, sell and deal in real and personal property of every kind or description in such manner, and upon such terms as the Board of Directors may determine; to act as trustee and in every kind of fiduciary capacity.

D. To purchase, acquire, through the issuance of its capital stock or otherwise own, hold, lease, either as Lessor or Lessee, sell, exchange, mortgage, deed in trust, plant, or improve, cultivate, develop, construct maintain, equip, operate and generally deal in any and all lands, improved and unimproved, condominiums, dwelling houses, apartment houses, retirement homes, hotels, motels, business blocks, office

buildings, stores, shops, and any other buildings of any kind, and the products and avails thereof, and in any and all other property of any kind, and every kind or description, real, personal and mixed, wheresoever situated.

E. To contract and hire labor necessary or convenient to the conducting and operation of said business.

F. From time to time to make distributions of assets to the shareholders of the corporation out of the capital surplus of the corporation in accordance with Idaho Code, Section 30-1-46, and all laws amendatory and supplemental thereto.

G. To use and apply surplus earnings or cumulative profits to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms, as its Board of Directors shall determine; to invest surplus funds from time to time at the discretion of the Board of Directors.

H. To appoint such officers, employees and agents as the business of the corporation may require, and to allow them compensation.

I. To make by-laws not inconsistent with any existing law for the management of its business and property, and the regulation and conduct of its affairs, and the certification and transfer of its stock.

J. To enter into contracts or obligations of any type or kind essential, necessary or proper to the transaction of its ordinary affairs for the purposes of the corporation.

K. Generally to do all things necessary or convenient which are incidental to or connected with the general business above mentioned, which a natural person might or could do.

L. Additional to the foregoing, to have all of the powers of corporation provided by the laws of the State of Idaho, and particularly all of the rights and powers set forth in the Idaho Business Corporation act and in Section 30-1-4 of the Idaho Code, and all laws amendatory and supplemental thereto.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 20,000. There shall be one class of stock with a par value of \$1.00 per share. Each share shall have on full vote at the stockholders meetings of the corporation. Such shares of stock shall have the following restrictions and qualifications:

A. The shares of the corporation shall not be sold or transferred by any holder hereof without the written consent of all common stockholders, unless the same shall have first been offered for sale in writing to the corporation, and second, to each of the other common stockholders of the corporation at a price that can be bona fide obtained from another. If the corporation has refused, in writing, to purchase said stock within ninety (90) days after the receipt of such written offer of sale, or said period of ninety (90) days has passed without acceptance of such offer by the corporation, then such written offer to sell shall be made to each common stockholder for a like period of thirty (30) days and, in the event such offer has not been accepted by either the corporation or the other common stockholders in the time specified, then such shares may be sold or transferred by the holder thereof to any person or corporation.

B. In the case of the death of any stockholder, the corporation shall have the first and prior right for a period of one-hundred twenty (120) days from the date of the death of said stockholder in which to purchase said stock at such price as the shareholders of the corporation may from time to time agree in writing, or if no such written agreement has been made, then at the book value of the corporation prepared by the regular accountant of the corporation as of the date of death of the stockholder.

In the event said corporation fails or refuses to purchase said stock within said one-hundred twenty (120) days then each common stockholder shall have 60 days to purchase said stock. In the event such stock has not been purchased by either the corporation or any other common stockholder in the time specified, then the administrator or executor of the estate of the deceased stockholder may sell or transfer said shares to any person or corporation.

C. When the Board of Directors determines, any increase in common stock of the corporation shall be first offered, at par, pro-rata to the common stockholders in relation to their then present holding.

FIFTH: The address of the initial registered office of the corporation is 705 - 7th Avenue, Nezperce, Idaho 83543, and the name of its initial registered agent at such address is John N. Miller.

SIXTH: The number of directors constituting the initial board of directors of the corporation is four (4), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are:

<u>Names:</u>	<u>Addresses:</u>
John N. Miller	P. O. Box 264, Nezperce, ID 83543
John P. Schlader	Route 1, Box 42, Nezperce, ID 83543
Robert E. Miller	113 Franklin Ct., Bethlehem, PA 18020-9536
George Kraus III	306 Pine, Nezperce, ID 83543

SEVENTH: The names and addresses of the incorporators are:

<u>Names:</u>	<u>Addresses:</u>
John N. Miller	P. O. Box 264, Nezperce, ID 83543
John P. Schlader	Route 1, Box 42, Nezperce, ID 83543
Robert E. Miller	113 Franklin Ct., Bethlehem, PA 18020-9536
George Kraus III	306 Pine, Nezperce, ID 83543

EIGHTH: The following provisions are hereby agreed on for the purposes of regulating the conduct of the affairs of the corporation:

A. With the consent in writing of all of the shareholders, or pursuant to a vote of the holders of two-thirds (2/3rds) of the holders of capital stock issued and outstanding and entitled to vote, the directors shall have authority to dispose, in any manner, of the whole property of this corporation.

B. The stockholders and directors shall have the power to hold their meetings and keep the books, documents and keep the books, documents and papers of the corporation outside of the State of Idaho at such places as may be from time to time designated by the by-laws or resolutions of the stockholders, or directors, except as otherwise required by the laws of Idaho.

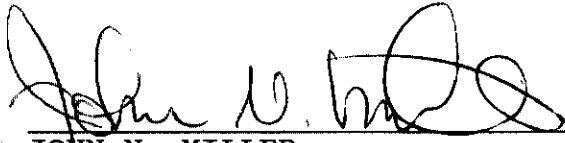
C. Any and all of the directors of the corporation may be removed at any time, with or without cause, by the holders of two-thirds (2/3rds) of the issued and outstanding voting stock of the corporation.

D. The Board of Directors is expressly authorized to remove, at any time, with or without cause, any officers of the corporation.

E. The corporation, upon vote of the persons then holding two-thirds (2/3rds) of the issued and outstanding voting stock of this corporation, shall have the right at their election to dissolve the corporation and sell its assets, wind up its business affairs and distribute its assets and the proceeds thereof among its stockholders as they may severally be entitled to receive the same as aforesaid.

F. The corporation, upon vote of the persons then holding two-thirds (2/3rds) of the issued and outstanding voting stock of this corporation, may amend its by-laws or apply for and accept amendments to its Articles of Incorporation.

IN WITNESS WHEREOF, the said incorporators have hereunto set their hands and seals and executed the foregoing Articles of Incorporation this 29 day of MARCH, 1999.



JOHN N. MILLER



JOHN P. SCHLADER

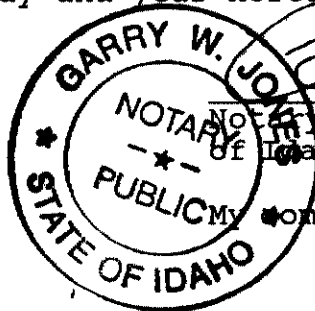


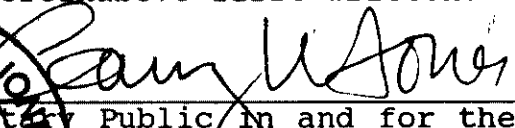
GEORGE KRAUS III

STATE OF IDAHO)
 : ss
County of Nez Perce)

On this 29th day of MARCH, 1999, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared JOHN N. MILLER, JOHN P. SCHLADER, and GEORGE KRAUS III, known or identified to me to be the persons whose names are subscribed to the within and 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 hereinabove first written.





Notary Public in and for the State
of Idaho, residing at LEWISTON.
My commission expires 5-22-2004.