

ARTICLES OF INCORPORATION
OF
LANDHEART INVESTMENTS, INC.

97 JUL 17

IDAHO SECRETARY OF STATE

07/17/1997 09:00
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KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, being a natural person of full age and a citizen of the United States, for the purpose of forming a corporation pursuant to the corporation laws of the State of Idaho, does hereby certify as follows:

I.

That the name of the corporation is LANDHEART INVESTMENTS, INC.

II.

That the purpose for which said corporation is formed is to exercise all authority conferred upon corporations by Section 30-1-4 of the Idaho Code, to transact any or all lawful business for which corporations may be incorporated under said Idaho Business Corporation Act, and, in addition thereto, to purchase its own stock and to enter it upon its books as treasury stock or to cancel it or re-issue it, and in general to deal and trade in its own stock.

III.

That the corporation is to have perpetual existence, subject only to dissolution in the manner provided by law.

IV.

That the location of the registered office of the corporation is 4151 Meadow Ridge Circle, Twin Falls, Idaho 83301; the name of the registered agent at that address is Bill Hart.

V.

That the total number of shares which the corporation shall have authority to issue is 100,000 shares, each having no par value.

VI.

That the name and address of the incorporator thereto and a statement of the number of shares subscribed by such incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Bill Hart	4151 Meadow Ridge Circle Twin Falls, ID 83301	5,100

VII.

That the name and address of the initial director named by the below-signed incorporator to serve until the first election of directors is Bill Hart, 4151 Meadow Ridge Circle, Twin Falls, Idaho 83301.

VIII.

That the private property of the stockholders of the corporation shall not be subject to the payment of the corporation debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation or for any other reason.

IX.

That the number of directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, providing the number of directors shall not be less than one.

X.

That the Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws, and the corporation reserves the right to amend, alter, change, and repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law by a majority vote of the shareholders

represented in person or by proxy at any annual meeting of the shareholders or at any meeting duly called for that purpose except where the laws of the State of Idaho otherwise provide.

XI.

That no stock in the corporation shall be transferred to a person not already a stockholder unless the stock shall have been first offered by a writing for sale back to the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set for the price and terms and shall be sent by registered mail to each director of the corporation. The corporation shall have the right to accept or refuse the offer within 30 days of receipt of same. The right to transfer the stock to a person not a stockholder shall not exist until the corporation refuses the offer or until it fails for a period of 30 days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the bylaws of the corporation.

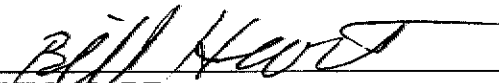
XII.

That no shareholder of the corporation shall have any preemptive or preferential right of subscription to any shares of any stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into shares of the corporation, issued or sold, unless authorized by the Board of Directors at its sole discretion from time to time, pursuant to the authority hereby conferred by these Articles of Incorporation, and the Board of Directors may issue shares of the corporation or obligations convertible into shares without offering such issue either in whole or in part to the shareholders of the corporation. Should the Board of Directors at any time offer the same to the shareholders, such offer shall not constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other portions of such shares or obligations without so offering the same to the shareholders. Acceptance of shares in the corporation shall be a waiver of any such preemptive or preferential right which in the absence of this provision might otherwise be asserted by shareholders of the corporation.

XIII.

That the personal liability of the directors to the corporation or its stockholders for monetary damages for breach of fiduciary duty as director is limited to the full extent allowed by the provisions of Idaho Code §30-1-54(2), and/or such other applicable statutes which are now or may become available for the protection of such directors.


IN WITNESS WHEREOF, I have hereunto set my hand this 14 day
of JULY, 1997.



BILL HART

STATE OF IDAHO)
 : ss.
County of Twin Falls)

On this 14 day of July, 1997, before me, the undersigned, a Notary
Public in and for said County and State, personally appeared BILL HART known to me
to be the person who signed the foregoing document as incorporator and that the
statements therein contained are true.



NOTARY PUBLIC FOR IDAHO
Residing at: Jerome, ID
My commission expires: 10/11/2000