

FILED/EFFECTIVE

JUN 27 09:00
IDaho SECRETARY OF STATE
06/27/2001 09:00
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COOP # 2
DATE

**ARTICLES OF INCORPORATION
OF
RPM GROUP, INC.**

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

FIRST ARTICLE

The name of the corporation is RPM Group, Inc.

SECOND ARTICLE

The period of its duration is perpetual.

THIRD ARTICLE

The corporation is organized is for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH ARTICLE

This corporation is authorized to issue two classes of stock designated, respectively, "Preferred Stock" and "Common Stock". This corporation is authorized to issue a total of ten million (10,000,000) shares (without par value): Five million (5,000,000) shares shall be Preferred Stock; and five million (5,000,000) shares shall be Common Stock.

The Board of Directors is expressly vested with authority to adopt from time to time a resolution or resolutions dividing the Preferred Stock into one or more series and, within the limitations of the Idaho Business Corporation Act, as amended, and these Articles of Incorporation, fixing and determining the preferences, limitations and relative rights of the shares of any series so established including, without limitation, any dividend rights and preferences, conversion rights, voting rights, rights of redemption (including any sinking fund provisions) and liquidation preferences of such series of Preferred Stock. The Board of Directors is also expressly authorized to fix the number of shares constituting such series and to increase or decrease the number of shares of any series prior to the issue of shares of that series.

FIFTH ARTICLE

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

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SIXTH ARTICLE

The location of the initial registered office of the corporation is 116 East 40th Street, Boise, ID 83714. The name of its initial registered agent at such address is Barbi Marston.

SEVENTH ARTICLE

The number of directors constituting the initial Board of Directors is two; and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Jeb J. Onweiler	116 East 40th Street Boise, ID 83714
Mike [Barbi?] Marston	116 East 40th Street Boise, ID 83714

EIGHTH ARTICLE

The name and address of the incorporator is as follows:

Barbi Marston
116 East 40th Street
Boise, ID 83714

NINTH ARTICLE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

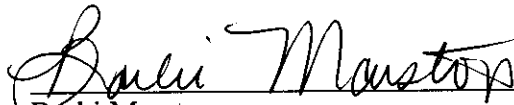
TENTH ARTICLE

At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH ARTICLE

A director of this corporation shall not be personally liable to this corporation or its shareholders for money damages, and the corporation shall indemnify such director against liability (as defined in Idaho Code § 30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for (a) the amount of a financial benefit received by a director to which he is not entitled, (b) an intentional infliction of harm on the corporation or the shareholders, (c) a violation of Idaho Code § 30-1-833, or (d) an intentional violation of criminal law. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of this Eleventh Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 27 day of June 2001.



Barbi Marston