

FILED/EFFECTIVE

2002 MAY 21 AM 8:53 **ARTICLES OF INCORPORATION**

SECRETARY OF STATE
STATE OF IDAHO

OF

OUTERWORLD NETWORKING, INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to RCW 23B.02.020 of the Idaho Business Corporation Act, as now existing or hereafter amended and supplemented (the "Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is **OUTERWORLD NETWORKING, INC.**

ARTICLE II. PERIOD OF DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purpose for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other law or by these Articles of Incorporation.

The Corporation is empowered to buy, sell, trade, speculate, and deal in options, precious metals, stocks, bonds and securities of all nature (including "short" sales and speculative option transactions - i.e. uncovered puts and calls, option spreads, option straddles, and option combinations) and commodities of every nature, and contracts for the future delivery of commodities and/or real estate of every nature on margin and otherwise; and for such purpose to maintain and operate margin and accounts with brokers; and in the connection therewith to borrow money and pledge any and all stocks, bonds, securities, commodities, and contracts for the future delivery thereof, held or purchased by the Corporation with such brokers as securities for loans and advances made to the Corporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is one hundred thousand (100,000) shares of common stock at no par value.

IDAHO SECRETARY OF STATE
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ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive and preferential rights of subscription of the stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VI. REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemption's of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS

When as deemed by the Board of Directors, the Corporation may, from time to time distribute to its shareholders out of the capital surplus of the Corporation a portion of it's assets in cash or property.

ARTICLE VIII. CUMULATIVE VOTING

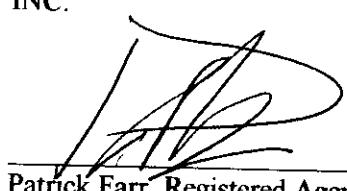
There shall be cumulative voting of the shares in this Corporation.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 11616 Ginger Creek Drive, Boise, ID 83713, and the registered agent is Patrick Farr.

Consent to Appointment as Registered Agent

I, Patrick Farr, hereby consent to serve as registered agent for OUTERWORLD NETWORKING, INC.



Patrick Farr, Registered Agent

5/20/2002

Date

ARTICLE X. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Patrick Farr	11616 Ginger Creek Drive Boise, ID 83713

ARTICLE XI. LIMITATION ON DIRECTOR LIABILITY

To the fullest extent permitted by Idaho law and subject to the bylaws of this corporation, a director of this Corporation shall not be liable to the Corporation or its shareholders for monetary damages for his or her conduct as a director. Any amendment or repeal of this Article XI shall not adversely affect any right of a director of this corporation hereunder with respect to any acts or omissions of the director occurring prior to amendment or repeal.

ARTICLE XII. INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by Idaho law and its bylaws, this Corporation is authorized to indemnify any of its directors. The Board of Directors shall be entitled to determine the terms of indemnification, including advance of expenses, and to give effect thereto through the adoption of bylaws, approval of agreements, or by any other manner approved by the Board of Directors. Any amendment or repeal of this Article XII shall not adversely affect any right of a director with respect to any right to indemnification arising prior to such amendment or repeal.

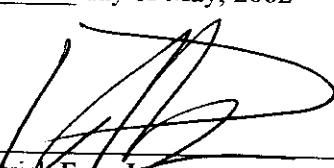
ARTICLE XIII. INCORPORATOR

The name and address of the incorporator is:

Patrick Farr
11616 Ginger Creek Drive
Boise, ID 83713

IN WITNESS WHEREOF the incorporator herein above named has hereunto set his hand this

20TH day of May, 2002


Patrick Farr, Incorporator