

ARTICLES OF INCORPORATION

OF

SWAG ENTERPRISES, INC.

IDAHO SECRETARY OF STATE
01/02/2004 05:00
CK: 3319 CT: 155223 IN: 719618
1 @ 100.00 = 100.00 CORP # 2

1. Name. The name of the Corporation is SWAG ENTERPRISES, INC.

2. Authorized Shares. The aggregate number of Shares that the Corporation shall have authority to issue is 1000 Shares of common stock without par value

2.1 The preferences, limitations, and relative rights of the Shares of the Corporation are as follows:

2.1.1 Each share shall have full voting rights with the holders thereof entitled to one vote per share.

2.2 Dividends. Payment of declared dividends to holders of Shares of the common stock of the Corporation shall be without discrimination or preference.

2.3 Liquidation. Each Shares shall have equal rights in the assets of the Corporation upon liquidation.

3.0. Voting Entitlement of Shares. Except as provided in sections (3.1) and (3.3) of this Article each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only Shares are entitled to vote.

3.1 This Corporation is not entitled to vote treasury Shares. The Shares of this Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign and this Corporation owns, directly or indirectly, a majority of the Shares entitled to vote for directors of the second corporation.

3.2 Section (3.1) of this Article does not limit the power of this Corporation to vote any share, including its own Shares, held by it in a fiduciary capacity.

3.3 Redeemable Shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the Shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the Shares.

4.0. Board of Directors. The Corporation shall have variable sized Board of Directors comprised of at least one (1) initial director to oversee the commencement of the business of the corporation and who may oversee the election of up to four (4) additional directors. The Directors of the Corporation shall have all rights, privileges, duties and responsibilities as may be set forth in these Articles, and to the extent not in conflict with these Articles, such authority

as established by the Idaho General Business Corporations Act, Idaho Code Section 30-1-101, et seq.

5.1 Voting By Directors. Each Director shall be entitled to one vote on all matters before the Board of Directors.

5.2. Quorum for Action by Board of Directors. If there shall be only one (1) Director, that one (1) Director shall constitute a quorum for all legal and corporate purposes. Following the election of up to four (4) additional directors, for all purposes, a Quorum of the Board of Directors shall be Directors entitled to vote, in person or by proxy, at least fifty one percent (51%) of the aggregate votes of the total Board of Directors.

6.0. Terms of Classes or Series of Shares Determined by Board. The Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights, within the limits of section 30-1-601, Idaho Code, of (a) any class of Shares before the issuance of any Shares of that class or (b) one (1) or more series within a class before the issuance of any Shares of that series. Each series must have preferences, limitations, and relative rights identical with those of other Shares of the same series and, except to the extent otherwise provided in the description of the series, with those of other series of the same class. Before issuing any Shares of a class or series created under this section, the Corporation shall deliver to the secretary of state for filing articles of amendment, which are effective without shareholder action, that set forth the information required by section 30-1-602, Idaho Code, provided that any determination or resolution pursuant to this section 5.0 shall require a vote of 2/3 of the votes cast at a shareholders' or directors' meeting at which a quorum is present or represented by proxy.

6.1. Preemptive Rights. The Corporation elects not to have preemptive rights.

7.0. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

8.0 Limitation of Liability. No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, Idaho Code; or (iv) an intentional violation of criminal law.

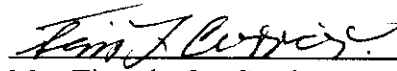
9.0 Registered Office and Agent. The registered office of the Corporation shall be at 833 N. 22nd Street, Coeur d'Alene, Idaho 83814-5901 and the registered agent at that address shall be Mr. Timothy L. Currier.

10.0 Purpose. The Purpose of the Corporation is to engage in the business of private, public and commercial construction, remodeling and landscaping, and to engage in any lawful activities for which a corporation may be organized in the State of Idaho.

11.0. Initial Directors. The initial Director(s) of the Corporation who shall serve until his successor is elected shall be:

1. Mr. Timothy L. Currier, 833 N. 22nd Street, Coeur d'Alene, ID 83814-5901.

In witness whereof, I, the Incorporator of SWAG ENTERPRISES, INC., have subscribed these Articles of Incorporation this 29 day of DECEMBER, 2003.



Mr. Timothy L. Currier
Incorporator.