

FILED/EFFECTIVE

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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

EDDIE WILL PAINTING, INC.

IDAHO SECRETARY OF STATE

01/19/2001 09:00
CL: 2037 CI: 10476 MI: 37364

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KNOW ALL MEN BY THESE PRESENTS:

THAT THE UNDERSIGNED, citizens of the State of Idaho and the untied States of America, acting as Incorporators of a business do hereby adopt and execute the following Articles of Incorporation, and do hereby certify and declare:

ARTICLES I

That the name of said Corporation is, and shall be, EDDIE WILL PAINTING, INC.

ARTICLE II

That the purpose for which this Corporation is formed is to conduct business and operated within the laws of the state of Idaho.

ARTICLE III

The registered agent, and his address, for the Corporation shall be:

Eddie Will
330 Tyler Street
Twin Falls, Id 83301

ARTICLE IV

The duration of this Corporation shall be perpetual, until terminated in accordance with these Articles, the By-Laws of the Corporation, or other provisions of the law.

ARTICLE V.

This Corporation shall issue 1000 shares of stock at no par value. At meetings, all board directors of this Corporation shall have equal voting power, with one (1) vote per member.

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Membership in the Corporation shall not be assignable, and shall not be terminated or cancelled except in compliance with these Articles of Incorporation, the adopted By-Laws of this Corporation, and the vote of the Board of Directors, if required.

ARTICLE VI

The government of this Corporation and the management of its affairs shall be vested in the Board of Directors, consisting of not less than two (2) members. The exact number of Directors, their qualifications, term of office, manner of election, and powers and duties, shall be fixed and may be altered from time to time by the By-Laws of the Corporation. The Directors of the Corporation shall be the Incorporators who have fixed their signatures to these Articles. The corporation shall be entitled to do anything authorized by applicable Idaho corporate statutory provisions subject to any written limitations or restrictions imposed by the Articles of Incorporation and By-Laws.

ARTICLE VII

The names and addresses of the persons who shall serve as the Board of Directors of the Corporation, who shall serve until the next election meeting of the members, and which persons shall also serve as the Incorporators of the Corporation, shall be:

Eddie Will, 330 Tyler Street, Twin Falls, ID 83301
Michelle Will, 330 Tyler Street, Twin Falls, ID 83301

ARTICLE VIII

These Articles of Incorporation may be altered or amended by a two-thirds (2/3) vote of all members of the Corporation present at any regular meeting, or any special meeting called for that purpose, provided that a quorum, as specified by the By-Laws of the Corporation, be present.

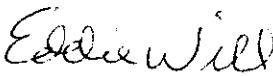
ARTICLE IX

The date and place of the annual meeting of the Corporation shall be fixed by the By-Laws of the Corporation.

ARTICLE X

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if any, the remaining assets shall be distributed to the shareholders.

IN WITNESS WHEREOF, The Incorporator has set his hands this ____ day of December, 2000.

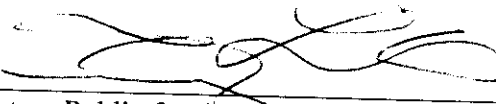


Eddie Will

STATE OF IDAHO)
)ss
County of Twin Falls)

On this ____ day of December, 2000, before me, the undersigned, A Notary Public in and for said County and State, personally appeared Eddie Will, known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, the day and year in this certificate first above written.



Notary Public for the State of Idaho
Expires: 312 15024