

**FILED/EFFECTIVE**

01 MAY 18 AM 8:39

SECRETARY OF STATE  
STATE OF IDAHO

**ARTICLES OF INCORPORATION**

**OF**

**QUANTUM MARKETING, INC.**

IDAHO SECRETARY OF STATE

05/18/2001 09:00  
CNC 2281 CT: 146545 BH: 397864

1.100.00 = 100.00 CORP # 2

The undersigned natural person(s), being at least eighteen years of age, acting as incorporator(s) under the provisions of Title 30, Chapter 1, Idaho Code, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation hereby formed shall be the name of **QUANTUM MARKETING, INC.**

**ARTICLE II  
CAPITALIZATION**

The corporation shall be capitalized as follows:

10,000 shares of common stock authorized with a par value of \$ .10 per share.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the registered office shall be:

819 Raymond  
Idaho Falls, ID 83401

The name of the corporation's registered agent at such address is Norman B. Warren

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**ARTICLE VII  
EXISTENCE**

The term of existence of the corporation shall be perpetual unless sooner dissolved by and in accordance with law.

**ARTICLE VIII  
POWERS**

In furtherance of the foregoing purposes the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon a corporation by any state where it is authorized to conduct business. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

**ARTICLE IX  
STOCK SUBSCRIBED**

The capital stock of this corporation is set forth initially as follows:

Norman B. Warren	5,000 shares at a cost of \$ .10 per share.
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Mylee Warren	5,000 shares at a cost of \$ .10 per share.
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For a total of \$ 1,000.00.

**ARTICLE X  
DIRECTORS AND OFFICERS**

The initial board of directors shall consist of one director, being:

Norman B. Warren  
819 Raymond  
Idaho Falls, ID 83401

Additional directors may be selected as desired by a vote of the shareholders, with the total number of directors not to exceed eleven.

The initial officers shall be as follows:

President	Norman B. Warren 819 Raymond Idaho Falls, ID 83401
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Additional officers may be elected as desired by a vote of the board of directors.

## **ARTICLE XI MEETINGS OF SHAREHOLDERS**

At any meeting of the shareholders, a majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum, unless these Articles shall provide for different classes of stock with variable quorum requirements. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number is required by law, Bylaws of the corporation, or by amendment to these Articles.

## **ARTICLE XII LIABILITY OF SHAREHOLDERS**

The capital stock of the corporation is and shall be non-assessable, and the private property of the shareholders of this corporation shall not be liable for the debts of this corporation.

## **ARTICLE XIII LIABILITY OF DIRECTORS**

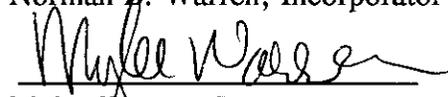
To the fullest extent permitted by Idaho Statute or any other applicable law as now in effect or as hereafter in effect, a director of this corporation shall not be personally liable to this corporation or it's shareholders for monetary damages, for any action taken or any failure to take any action, as a director.

**ARTICLE XIV  
AMENDMENTS**

The Articles of Incorporation of this corporation may be amended, and any of the foregoing articles may be repealed or any new provisions adopted by the Board of Directors, subject to the approval of the majority vote of the shareholders holding a majority of the outstanding capital stock, and providing such amendments or changes are not contrary to law.

Dated this 11 day of MAY, 2001.

  
Norman B. Warren, Incorporator

  
Mylee Warren, Incorporator