

State of Idaho

Department of State

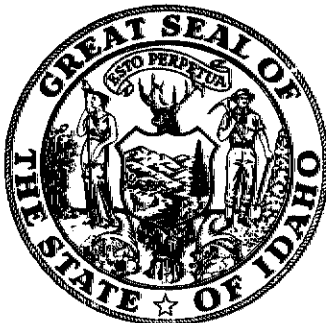
CERTIFICATE OF INCORPORATION OF

BUSINESSWISE, INC.
File number C 107978

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 12, 1994



Pete T. Cenarrusa
SECRETARY OF STATE
By *[Signature]*

ARTICLES OF INCORPORATION OF BUSINESSWISE, INC.

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SECRETARY OF STATE

Article I - CORPORATE NAME

The name of the corporation shall be: BusinessWise, Inc.

Article II - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office
of the corporation is :

1365 North Orchard Street
Suite #112
Boise, Idaho 83706

The initial registered agent
of the corporation is :

Stephen R. Boston

Article III - DURATION

The period of duration of the corporation shall be perpetual.

Article IV - PURPOSE OF CORPORATION

The corporation is organized for the transaction of any or all lawful business for which corporations may incorporated under the Idaho Business Corporation Act of 1993.

Article V - BOARD OF DIRECTORS

A) The board of directors shall consist of three (3) members.

B) The initial Board of Directors shall be:

Stephen R. Boston
630 South Gamay Lane
Boise, Idaho 83709

Judith Arlene Smith
630 South Gamay Lane
Boise, Idaho 83709

Mike Riddlemoser
2312 Monaco Way
Meridian, Idaho 83642

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Article VI - INCORPORATORS

The incorporator of the corporation is:

Stephen R. Boston
630 S. Gamay Lane
Boise, Idaho 83709

Article VII - AUTHORIZED SHARES

- A) The corporation shall be authorized to issue only one class of stock as defined in section B.
- B) The corporation shall be authorized to issue one hundred thousand (100,000) shares of voting common stock which are without par value.

Article VIII - PREEMPTIVE RIGHTS OF SHAREHOLDERS

- A) No preemptive right shall exist to
 - 1) acquire any shares issued to directors, officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by and consistent with a plan approved by such vote of shareholders; or
 - 2) to acquire any shares for other than for cash; or
 - 3) to acquire any shares issued to satisfy conversion or option rights granted by the corporation on previously authorized sales.
- B) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.
- C) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.
- D) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.
- E) The preemptive right shall be only an opportunity to acquire shares or other securities under such terms and conditions as the board of directors may fix for the purpose of providing a fair and reasonable opportunity for the exercise of such right.

Article IX - STOCK OWNERSHIP TRANSFER

RESTRICTION OF STOCK. No stockholder shall, without the written consent of the other stockholders, encumber or dispose of the shares of stock of the corporation unless he shall first offer to encumber or dispose of his shares of stock to the corporation or to the other stockholders as provided in the bylaws of the corporation, and only if such stockholder shall have held his stock for a minimum period of one (1) year from the date of acquisition. Notwithstanding the terms of this clause, a stockholder may sell shares to the corporation at any price agreed to by the corporation and the selling stockholder.

Article X - ALTERATION OF BYLAWS

The initial bylaws of the corporation shall be adopted by the board of directors, thereafter the power to alter, amend or repeal the bylaws or adopt new bylaws shall be reserved to the stockholders.

Article XI - VOTING REQUIREMENTS

With respect to any action to be taken by the shareholders of the corporation, the vote or concurrence of two-thirds (2/3) of the holders of the shares eligible to vote on such action shall be required.

Article XII - LIMITATIONS ON DIRECTORS LIABILITY

No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that this provision shall not limit or eliminate the liability of a director:

- A) For any breach of the director's duty of loyalty to the corporation or its stockholders
- B) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- C) For any act provided for under section 30-1-48 Idaho Code.
- D) For any transaction from which the director derived an improper personal benefit.

Stephen R. Baston