

**ARTICLES OF INCORPORATION
OF**

RESOURCE MANAGEMENT, INC.

NOV-6 AM 10:07
STATE OF IDAHO

KNOW ALL PERSONS BY THESE PRESENTS: That I, the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation;

ARTICLE I.

The name of the corporation shall be RESOURCE MANAGEMENT, INC..

ARTICLE II.

The period of its duration is perpetual.

ARTICLE III.

The purposes for which said corporation is formed are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares at no-par value.

IDAHO SECRETARY OF STATE
11/06/2000 09:00
CK: 6222 CT: 92516 IM: 359225
1 @ 100.00 = 100.00 CORP # 2

C 136245

ARTICLE V.

The location and post office address of the corporation's registered office and primary office of business shall be 2422 12TH AVE RD 216, NAMPA ID 83686. The registered agent shall be BRUCE O. NICHOLES, 5139 GRIFFIN LN, CALDWELL, ID 83605.

ARTICLE VI.

The name and post office address of the incorporator is as follows:

Name: _____

Post Office Address:

BRUCE O. NICHOLES

5139 GRIFFIN LN, CALDWELL, ID 83605

The names and post office addresses of the directors are as follows:

Name: _____

Post Office Address:

BRUCE O. NICHOLES

5139 GRIFFIN LN, CALDWELL, ID 83605

ARTICLE VII.

The Board of Directors shall consist of 1 directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting the Board of Directors shall not be less than one (1) nor more than six (6).

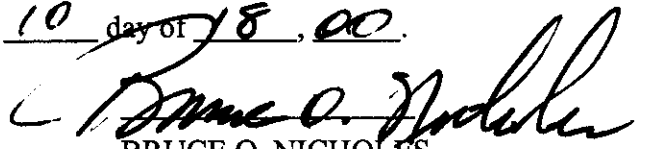
ARTICLE VIII.

The Board of Directors, by a majority vote, shall have the power to adopt By-Laws, and to repeal and amend By-Laws.

ARTICLE IX.

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation, shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or other wise interested in, or are directors or officers of such other corporation; any director individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors; and the director of the corporation who is also so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation, of the corporation which shall authorize such contract or transaction, with like force and effect as if he/she were not such director or officer of such other corporation, or not so interested.

IN WITNESS WHEREOF, the undersigned INCORPORATOR of said corporation have hereunto set his hand and seals this 10 day of 18, 00.


BRUCE O. NICHOLLES

STATE OF IDAHO)

: ss.

County of Canyon)

On this 18 day of Oct, 2000, before me the undersigned Notary Public, personally appeared BRUCE O. NICHOLLES known to me to be the person whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

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

