

State of Idaho

Department of State

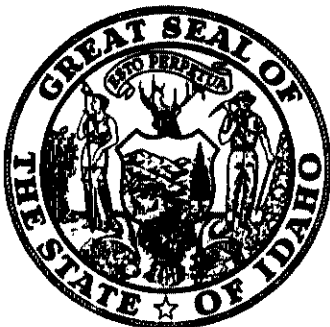
CERTIFICATE OF INCORPORATION OF

ROSSI INVESTORS INC.

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: August 27, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Flint*

AUG 27 4 18 PM '92
SECRETARY OF STATE

ARTICLES OF INCORPORATION

Know all men by these presents: That we, citizens of the United States and residents of the State of Idaho, this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be Rossi Investors Inc..

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized, is to include the transaction of any or all lawful business for which corporations may be incorporated under this act.

ARTICLE IV

The principal office or place of business of corporation shall be at 5813 Garrett Apt 105, in Ada County, Boise, Idaho, 83714. But, the corporation may maintain an office in such towns, cities and places inside or outside the State of Idaho as the Board of Directors may from time to time, determine, or as may be designated by the By-Laws of said corporation. The principal agent shall be Jose J. Valle-Rossi in Ada County 5813 Garrett Apt 105 Boise, Idaho, or as may later determined by the Board of Directors.

ARTICLE V

The total amount of capital stock of this corporation is \$10,000.00 (ten thousand dollars), and the number of shares into which it is divided is ten thousand (10,000) of par value of one dollar (\$1.00) each.

ARTICLE VI

The members of the governing board of this corporation are styled "directors", and the Board of Directors shall consist of not less than two (2) members, nor more than seven (7), as may

be provided by the By-Laws of the corporation.

ARTICLE VII

The name and address of each the incorporators signing these Article of Incorporation are as follows:

NAME

ADDRESS

Jose J. Valle-Rossi

5813 Garrett Apt 105
Boise , Idaho 83714

Maureen Valle-Rossi

5813 Garrett Apt. 105
Boise, Idaho 83714

ARTICLE VII

A member of the Board of Directors of this corporation shall not be required to be a holder any of the shares of capital stock of this corporation.

ARTICLE IX

The number of directors constituting the initial Board of Directors is two (2), and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualified are as follows:

NAME

ADDRESS

Jose J. Valle-Rossi

5813 Garrett Apt 105
Boise , Idaho 83714

Maureen Valle-Rossi

5813 Garrett Apt. 105
Boise, Idaho 83714

IN WITNESS WHEREOF, For the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of the corporation, have executed these Articles of Incorporation this twenty seven day of August.1992.



Jose J. Valle-Rossi



Maureen Valle-Rossi

Subscribed and sworn before me on the ____ day of
____ in the year of 1992.

Notary Public of Idaho