

FILED/EFFECTIVE

DEC 19 1 57 PM '00

SECRET
STATE

ARTICLES OF INCORPORATION

OF

eLocale, Inc.

1. Name. The name of the corporation is **eLocale, Inc.**
2. Authorized shares. The aggregate number of shares the corporation is authorized to issue shall be **One Hundred Thousand (100,000)**, all of which shall be common voting stock.
3. Registered office and agent. The registered office of the corporation is at 815 Park Boulevard, Suite 350, Boise, Idaho 83712, and its registered agent at that address is **Cary Clark**.
4. Incorporator. The name of the incorporator is **Cary Clark**, and the incorporator's address is 815 Park Boulevard, Suite 350, Boise, Idaho 83712.
5. Elimination of Board of Directors. The incorporators shall be the initial shareholders of the corporation and hereby agree to eliminate the Board of Directors, pursuant to Idaho Code, §30-1-732. The provisions of said Agreement shall be noted conspicuously on the front or back of each certificate for outstanding shares or on the information statement required by Idaho Code, §30-1-626(2).
6. Indemnification. The corporation shall indemnify the officers of the corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the corporation to provide prior to such amendment).

In witness whereof, I have subscribed these Articles of Incorporation this 18 day of December, 2000


Cary Clark

IDAH0 SECRETARY OF STATE

12/20/2000 09:00
CK: 3387 CT: 64588 DI: 367794

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