

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

OF

PINNACLE MATRIX, INC.
(a for-profit corporation)

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SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS:

That I, the undersigned, being of full age and a citizen of the United States, have this day formed a corporation under the provisions of Idaho Code § 30-1 et. seq.:

And I hereby certify in writing:

ARTICLE I.
NAME

The name of the corporation is PINNACLE MATRIX, INC.

ARTICLE II.
PURPOSES AND POWERS

The purposes for which this corporation is formed are:

A. To engage in or transact any activity or business permitted under the laws of the United States and of the State of Idaho and shall have all the powers of business corporations, as the same now exists and as hereafter amended, and all such powers as are permitted by applicable law.

B. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

C. To purchase or acquire property, business right or franchises or for any other object in or about its business affairs, to incur debts and to borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, debentures, notes or other evidence of indebtedness, and to acquire by purchase, gift or otherwise, shares of its own corporate stock and cancel the same or any part thereof, or hold all or any of such stock for resale as treasury stock, or for the purpose of making stock dividends to its shareholders and to restrict the transferability of its outstanding shares to the extent reasonably necessary to protect the rights of the corporation and its shareholders in any stock purchase, contracts, or options that may be made between themselves or any of them.

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D. Without in any manner limiting any of the objects, purposes or powers of the corporation, the business or purposes of said corporation shall be from time to time to do any one or more of all of the acts or things herein set forth.

E. The several subdivisions contained in this paragraph of purposes shall be construed as both purpose and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers, conferred on business corporations, by the laws of the State of Idaho, all of which powers are expressly claimed.

ARTICLE III. DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV. REGISTERED OFFICE

The registered office of said corporation in the State of Idaho shall be located in the County of Twin Falls, the address of the registered office of said corporation in the State of Idaho, County of Twin Falls, shall be 802 Sunrise Boulevard North, Twin Falls, Idaho 83301. The name of its initial registered agent at such address is Edit Szanto.

ARTICLE V. CORPORATE STOCK

A. The aggregate number of shares which the corporation shall have authority to issue is 5,000,000 all of which shall have a par value of \$1.00 per share.

ARTICLE VI. INCORPORATORS

The following is the name and address of the incorporator:

Edit Szanto
802 Sunrise Boulevard North
Twin Falls, Idaho 83301

ARTICLE VII.
MANAGEMENT

A. The business of the corporation shall be managed by a board of at least one (1) director. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified.

B. The Incorporator listed in Article VI above shall serve as director until the first meeting of shareholders or until his successors are elected and qualify.

ARTICLE VIII.
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX.
BY-LAWS

The power to adopt, alter, repeal and amend the By-Laws of the corporation shall be vested in the stockholders and the Bylaws may be amended, adopted, or repealed by a majority vote of the stock issued and entitled to vote.

ARTICLE X.
LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

IN WITNESS WHEREOF, I have hereunto set my hand this 3 day of July, 2000.


EDIT SZANTO