

**ARTICLES OF INCORPORATION
OF
WEST POINT EXCHANGE, INC.**

FILED/EFFECTIVE

IDAHO SECRETARY OF STATE
JAN 04/2001 09:00
PK: 5341 CT: 14043 IN: 3707AS
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ARTICLE I.

The name of the corporation is **WEST POINT EXCHANGE, INC.** ("Corporation").

ARTICLE II.

The period of the Corporation's existence is perpetual.

ARTICLE III.

The purpose of the Corporation is to conduct, transact and engage in any lawful business for which a corporation may be organized under the Corporation Laws of the State of Idaho.

ARTICLE IV.

The Corporation shall have the power and authority to issue one hundred thousand (100,000) shares, all one class with one dollar (\$1.00) per share par value. Holders of this stock shall be entitled to one vote for each share of stock in his or her name at any and all meetings of the stockholders of the Corporation. In the case of an election of directors, no stockholder is entitled to accumulate the stockholder's votes.

ARTICLE V.

The name and address of the Corporation's initial registered agent is:

David G. Ballard
c/o Dillion Bosch Daw & Bock, Chartered
225 North 9th Street, Suite 210
Boise, Idaho 83702

ARTICLE VI.

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The number of directors constituting the initial Board of Directors is one (1), who shall serve until the first annual meeting of the shareholders or until his successors are elected. His name and address is:

David G. Ballard
c/o Dillion Bosch Daw & Bock, Chartered
225 North 9th Street, Suite 210
Boise, Idaho 83702

ARTICLE VII.

The Corporation shall indemnify any present or former officer or director of the Corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, and their respective heirs, administrators, personal representatives, successors and assigns, against any and all costs and expenses, including, but not limited to, counsel fees, judgments paid and amounts paid in settlement (before or after legal proceedings are commenced), actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, criminal, administrative or otherwise in nature, in which such person may be involved by reason of being or having been such director or officer of the Corporation or such other corporation, except in relation to matters as to which he shall be adjudged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of a duty to the Corporation or such other corporation. A conviction or judgment, whether based on a plea of guilty or nolo contendere or its equivalent, or after trial, in a criminal action, suit or proceeding shall not be deemed an adjudication of liability for negligence or misconduct in the performance of a duty to the Corporation, or such other corporation, if such director or officer acted in good faith and believed that such action was for the best interest of the Corporation or such other corporation with no reasonable cause to believe that the action was illegal. The foregoing indemnification shall not be deemed exclusive of any other rights to which such director may be entitled under any bylaw, agreement, vote of shareholders, or otherwise. The Corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article VII, or in refusing to do so upon the advice of counsel.


ARTICLE VIII.

The name and address of the Incorporator is:

David G. Ballard
c/o Dillion Bosch Daw & Bock, Chartered
225 North 9th Street, Suite 210
Boise, Idaho 83702

I, the undersigned incorporator named in the foregoing Articles of Incorporation of **WEST POINT EXCHANGE, INC.**, declare under penalty of perjury that I have examined the foregoing and to the best of my knowledge and belief, it is true, correct and complete.

DATED this 04 day of January, 2001.


David G. Ballard