



Department of State.

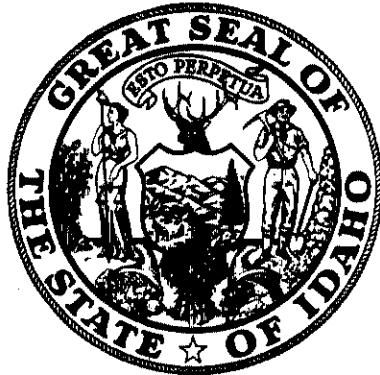
CERTIFICATE OF INCORPORATION OF

LAND-VEST VENTURES, 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: March 09, 1990



Pete T. Cenarrusa
SECRETARY OF STATE

by: Elspeth W. Pease

MAK 9 11 15 AM '90
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
LAND-VEST VENTURES, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the Acts amendatory thereof and supplemental thereto, hereby certifies as follows:

FIRST

The name of the corporation is **LAND-VEST VENTURES, INC.**

SECOND

The purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the register agent and the location and post office address of the registered office of the corporation is JAMES B. HOWELL, 1984 PANAMA STREET, BOISE, IDAHO 83705, respectively.

FIFTH

The amount of the capital stock of this corporation shall be and is 100,000 shares of stock of no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The name and address of the incorporator and the number of shares subscribed for by him is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
RONALD S. HALL	8001 E. DEL RUBI DR SCOTTSDALE, AZ 85258	ONE

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be not less than one (1) nor more than five (5), which number may be changed from time to time in the manner specified in the By-Laws. The initial board of directors shall be one (1) in number, and he shall serve until his successor is elected and qualified. The initial director is:

<u>NAME</u>	<u>ADDRESS</u>
RONALD S. HALL	8001 E. DEL RUBI DRIVE SCOTTSDALE, ARIZONA 85258

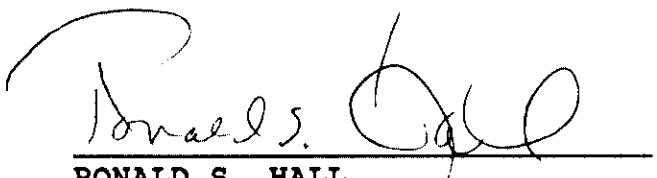
NINTH

There are no provisions denying preemptive rights.

TENTH

Provisions for the regulation of the internal affairs of the corporation are in the By-Laws of the corporation.

DATED FEBRUARY 9, 1990.


RONALD S. HALL