

FILED

**ARTICLES OF INCORPORATION
OF
QUEST INTEGRATION, INC.**

The undersigned, for the purpose of forming a corporation under the Idaho Business Corporation Act, hereby certifies and adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation shall be Quest Integration, Inc.

ARTICLE II

PURPOSES

The Corporation is organized for the purposes of transacting any and all lawful business, trade or activity for which a corporation may be incorporated under the Idaho Business Corporation Act.

ARTICLE III

SHARES

The aggregate number of shares which this Corporation shall have authority to issue is fifty thousand (50,000) shares of single class common stock, having one dollar (\$1.00) par value per share.

ARTICLE IV

REGISTERED AGENT

The name of the initial registered agent of this Corporation and the street address of its initial registered office are as follows:

Registered Agent

David Minerath

Registered Office Address

510 Clearwater Loop Rd.
Post Falls, ID 83854

ARTICLES OF INCORPORATION
QUEST INTEGRATION, INC.

IDAHO SECRETARY OF STATE

01/06/2000 09:00
CK: 26701 CT: 42249 BH: 279227

1 @ 100.00 = 100.00 CORP # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

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ARTICLE V
PREEMPTIVE RIGHTS

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

ARTICLE VI
VOTING

1. Each holder of common shares of this corporation shall have one vote for each such share held of record on all matters submitted for shareholder approval.
2. Shareholders of this Corporation shall not have cumulative voting rights.

ARTICLE VII
DIRECTORS

1. The number of directors of this Corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein. The initial Board of Directors shall consist of two (2) Directors and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
David Minerath	510 Clearwater Loop Rd. Post Falls, ID 83854
Diane Minerath	510 Clearwater Loop Rd. Post Falls, ID 83854

2. The term of office of the initial directors shall be until the first annual meeting of the shareholders or until their successors are elected and qualified, unless removed in accordance with the provisions of the Bylaws.

ARTICLE VIII
PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages arising from any conduct as a director, except this limitation on liability shall not apply to (a) any breach of the Director's duty of loyalty to corporation or its shareholders, (b) acts or omissions involving intentional misconduct by the director or a knowing

violation of law by the director, (c) conduct violating I.C. 30-1-48, or (d) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Idaho Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

INDEMNIFICATION

The Corporation shall provide any indemnification permitted by the Idaho Business Corporation Act and shall indemnify directors, officers, agents, and employees as follows:

1. The Corporation shall indemnify any of its current or former officers and directors who is made or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise and whether formal or informal (including an action, suit or proceeding by or in the right of the corporation) to the full extent permitted by the Idaho Business Corporation Act now or hereafter in force, whether they are serving the Corporation or, at its request, any other entity, as an officer, director, or in any other capacity, with any other entity, including as a fiduciary with respect to an employee benefit plan, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such director, provided the Director acted in good faith and in a manner the Director reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, or contracts implementing such provisions, including but not limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made, or such further indemnification agreements as may be permitted by law.

3. The Corporation shall indemnify other employees and agents to the extent as may be authorized by the Board of Directors or the Bylaws and may be permitted by law, whether the employees and agents are serving the Corporation or, at its request, any other entity.

4. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any statute, provision of the Articles of Incorporation, Bylaws, or other agreements.

5. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

David Minerath
510 Clearwater Loop Rd.
Post Falls, Idaho 83854

ARTICLE XI TRANSFER OF SHARES

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

IN WITNESS WHEREOF, the incorporator herein above named has adopted and executed these Articles of Incorporation this 9TH day of January, 2000.



David Minerath

CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, David Minerath, hereby consent to serve as Registered Agent in the State of Idaho for the following corporation: QUEST INTEGRATION, INC.

I understand that, as agent for the Corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any change in the registered office address of the Corporation for which I am agent.

Date: December 29, 1999


David Minerath

510 Clearwater Loop Rd.
Post Falls, Idaho 83854

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