

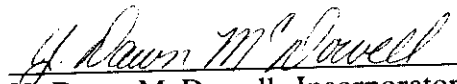
ARTICLES OF INCORPORATION  
FOR  
Y. DAWN McDOWELL CONSULTING, INC.

**FILED EFFECTIVE**

2004 FEB -3 PM 12:43

1. **Name.** The Corporation's name is Y. Dawn McDowell Consulting, Inc.
2. **Authorized shares.** The aggregate number of shares the Corporation is authorized to issue shall be One Thousand (1,000). In that regard, One Hundred (100) of said shares shall be voting common stock, and Nine Hundred (900) of said shares shall be non-voting common stock. All shares, whether voting or non-voting, shall be without par value stock, and shall, once paid for, be non-assessable.
3. **Registered office and agent.** The registered office of the Corporation is 3792 East 175 North, Rigby, Idaho (83442), and the Corporation's registered agent at that address is Y. Dawn McDowell
4. **Incorporator.** The name of the Incorporator is Y. Dawn McDowell, and the Incorporator's address for purposes of these Articles is 3792 East 175 North, Rigby, Idaho (83442).
5. **Voting Entitlement.** Each outstanding share of voting common stock is entitled to one (1) vote on each matter voted on at a Stockholders' meeting. Only voting common stock shares are entitled to vote.
6. **Preemptive Rights.** The Corporation elects to have preemptive rights.
7. **No Directors.** The Corporation shall have no Directors. Instead, the power to conduct and manage the affairs of the Corporation normally conferred or imposed upon Directors by the Idaho Business Corporation Business Act, Idaho Code Sections 30-1-101 *et seq.*, shall be conferred or imposed upon the Stockholders.
8. **Full Indemnification.** The Corporation shall indemnify the Officers and Stockholders 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 2<sup>nd</sup> day of February, 2004.

  
Y. Dawn McDowell, Incorporator  
5047\Articles Inc.

IDAHO SECRETARY OF STATE  
02/03/2004 05:00  
CK: 36187 CT: 121759 DN: 725384  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

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