

THIS SPACE FOR SECRETARY OF STATE USE:

FILED

99 NOV -5 AM 9:38

STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
SANDPOINT.COM, INC.

IDAHO SECRETARY OF STATE

1/95/1999 09:00
C: 3873 BM: 26389
F: 100.00 - 100.00 Corp # 2

C13-1655

The undersigned, ERIC SKINNER, THOMAS WILLIAMS, and DWIGHT SHEFFLER, being qualified as incorporators of a corporation under the Idaho Business Corporate Act, of legal age, enter into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and do hereby make, adopt, execute, and acknowledge these Articles of Incorporation as follows:

ARTICLE I: Corporate Name

The name of the corporation shall be SANDPOINT.COM, INC.

ARTICLE II: Shares

The corporation shall have authority to issue 500,000 shares of common voting stock.

ARTICLE III: Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 120 South Second Avenue, Sandpoint, Idaho 83864. The initial registered agent at the address shall be DWIGHT SHEFFLER.

ARTICLE IV: Initial Board of Directors

The number of directors of this corporation shall be not less than one nor more than nine. The initial Board of Directors of this corporation shall consist of three board members, who shall be ERIC SKINNER, THOMAS WILLIAMS, and DWIGHT SHEFFLER, whose address is 120 South Second Avenue, Sandpoint, Idaho 83864, and

shall serve as the Board of Directors until the first annual meeting of shareholders or until the successor(s) has been elected and qualified. ERIC SKINNER shall be the initial chairperson of the Board of Directors.

ARTICLE V: Incorporators

The names and address of the incorporators of this corporation are ERIC SKINNER, THOMAS WILLIAMS, and DWIGHT SHEFFLER, 120 South Second Avenue, Sandpoint, Idaho 83864.

ARTICLE VI: Corporate Purpose

The purpose for which this corporation is organized is the transaction of any and all lawful business.

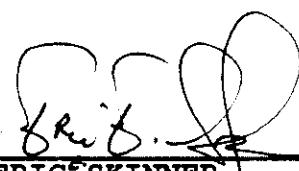
ARTICLE VII: Cumulative Voting

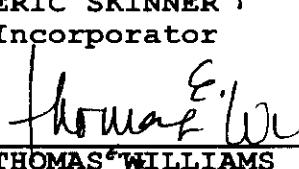
All shareholders are entitled to cumulate their votes for directors.

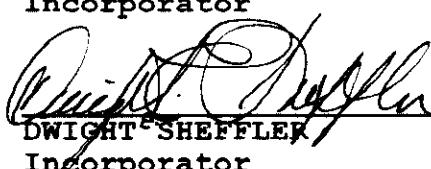
ARTICLE VIII: Preemptive Rights

All shareholders are entitled to preemptive rights.

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of November, 1999.


ERIC SKINNER
Incorporator

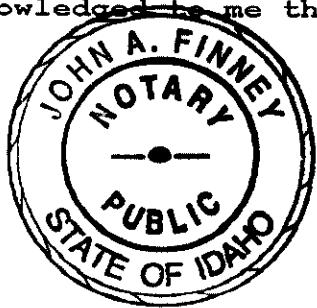

THOMAS WILLIAMS
Incorporator


DWIGHT SHEFFLER
Incorporator

STATE OF IDAHO)
: ss.

County of Bonner)

On this 2nd day of November, 1999, before me, the undersigned Notary Public, personally appeared ERIC SKINNER, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

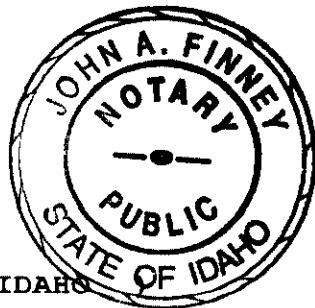


John A. Finney
Notary Public - State of Idaho
Residing at SANDPOINT
My Commission expires 10-15-2002

STATE OF IDAHO)
: ss.

County of Bonner)

On this 2nd day of November, 1999, before me, the undersigned Notary Public, personally appeared THOMAS WILLIAMS, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

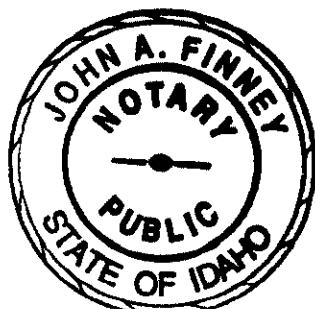


John A. Finney
Notary Public - State of Idaho
Residing at SANDPOINT
My Commission expires 10-15-2002

STATE OF IDAHO)
: ss.

County of Bonner)

On this 2nd day of November, 1999, before me, the undersigned Notary Public, personally appeared DWIGHT SHEFFLER, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.



John A. Finney
Notary Public - State of Idaho
Residing at SANDPOINT
My Commission expires 10-15-2002