

FILED

DEC 17 11:27

STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
THE SILVER FOXX, INC.**

The undersigned, Rick Jennings and Pat Jennings, acting as the incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is The Silver Foxx, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purposes for which the corporation is organized are the transaction of any and all lawful business for which corporations may be incorporated under the Idaho law.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares with \$10.00 par value.

FIFTH: Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these Articles of Incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the Corporation upon its dissolution.

SIXTH: The Corporation shall indemnify to the fullest extent permitted by the laws of the State of Idaho, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In

IDAHO SECRETARY OF STATE

12/28/1999 85100
CX: 7813 CT: 13968 BH: 276733

1 @ 100.00 = 100.00 CORP # 2

C 131801

addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by law.

SEVENTH: No director shall be liable to the Corporation or its stockholders for monetary damages except liability for (a) the amount of financial benefit received by a director to which he is not entitled; (b) an intentional infliction of harm on the corporation or the shareholders; (c) a violation of §30-1-833, Idaho Code, or (d) an intentional violation of criminal law.

EIGHTH: The Bylaws of the Corporation may be amended by majority vote of either the directors or shareholders.

NINTH: Provisions for the regulation of the internal affairs of the corporation are as provided in the by-laws and said as by-laws may be from time to time amended.

TENTH: The address of the initial registered office of the corporation is 143 South 2nd, Pocatello, Bannock County, Idaho, 83201, and the name of its initial registered agent at such address is Rick Jennings.

ELEVENTH: The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation, but shall not be less than two (2), nor more than seven (7), directors. The initial board of directors shall consist of two (2) directors, whose names are Rick Jennings and Pat Jennings, 119 N. 4300 E., Rigby, Jefferson County, Idaho, 83442.

TWELFTH: The name and address of the incorporators are Rick Jennings and Pat Jennings, at 119 N. 4300 E., Rigby, Jefferson County, Idaho, 83442.

In Witness whereof, the undersigned, being all of the incorporators of said Corporation, execute these Articles of Incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

DATED: December 21, 1999


RICK JENNINGS

DATED: December 21, 1999

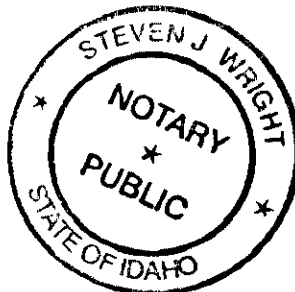

PAT JENNINGS


STATE OF IDAHO
County of Bonneville

)
) ss
)

On this 21 day of December, 1999, before me, the undersigned Notary Public, personally appeared RICK JENNINGS, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first above written.



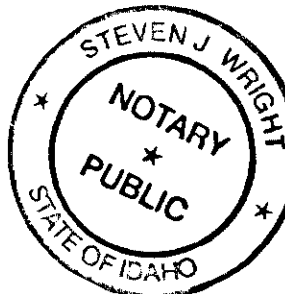

Notary Public for Idaho
Residing at Idaho Falls
My commission expires: 6/12/02


STATE OF IDAHO
County of Bonneville

)
) ss
)

On this 24 day of December, 1999, before me, the undersigned Notary Public, personally appeared PAT JENNINGS, known to me to be the person whose name is subscribed to the within and foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, the day and year in this certificate first above written.




Notary Public for Idaho
Residing at Idaho Falls
My commission expires: 6/12/02