

FILED

JUL 7 2 41 PM '99
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

MANHATTAN INCORPORATED

The undersigned, acting as incorporation of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is **MANHATTAN INCORPORATED**

SECOND

The period of its duration is perpetual

THIRD

The purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 100,000 with no par value.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

07/07/1999 09:00
CK: CASH CT: 117717 BH: 232034

1 @ 100.00 = 100.00 CORP # 2

C129604

SIXTH

The location of initial registered office of the corporation is 7528 Stage Coach Rd., Melba, Idaho 83641 and the names of its initial registered agents are Eric L. Anderson and M. Shane Sumrall.

SEVENTH

The number of directors constituting the initial Board of Directors is two and the names and addresses of the persons who will serve until the first annual meeting of the shareholders and until successors are elected are:

Eric L. Anderson (President)
P.O. Box 190464
Boise, Idaho 83719

M. Shane Sumrall (Vice-President)
7528 Stage Coach Rd.
Melba, Idaho 83641

EIGHTH

The name and address of the incorporator is as follows:

Eric L. Anderson
P.O. Box 190464
Boise, Idaho 83719

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the corporation and to adopt new bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of July 1999.


