

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

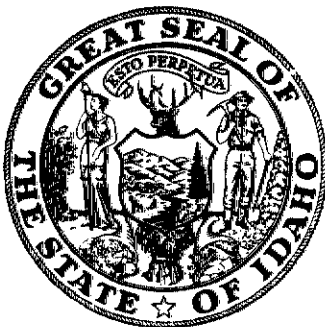
COMPASS CAPITAL & CONSULTING GROUP, INC.

File number C 109967

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 27, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

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SEC. OF STATE

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Articles of Incorporation of

Compass Capital & Consulting Group, Inc.

an Idaho corporation established under the Idaho Business Corporation Act

IDaho SECRETARY OF STATE
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CK #: no ck # CUST# 45482
CORP 100.00= 100.00

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IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation, organized under the laws of the State of Idaho is

Compass Capital & Consulting Group, Inc.

2. The purpose or purposes for which this corporation is formed, are as follows, to wit:

Compass Capital & Consulting Group, Inc. is organized and established to provide business management consulting services to commercial businesses. The corporation shall be engaged in a wide variety of consultative services relating to the successful and profitable operations of businesses and shall offer services as required to successfully operate a viable business concern.

Any or all lawful business for which this Corporation maybe incorporated under the Idaho Business Corporation Act, section 30-1-54.

The corporation shall be authorized to acquire, hold and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange thereof, its stocks, bonds, or other obligations, and to exercise in respect thereof all the rights, powers and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any acts or take any action designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidence of indebtedness or stock.

3. The corporation shall be a perpetual Corporation, formed under the laws of the State of Idaho.
4. The office of the corporation shall be located in the city of Idaho Falls, county of Bonneville, State of Idaho.

5. The aggregate number of shares of common stock which the corporation shall have the authority to issue is,

Five Hundred Thousand (500,000) Shares. All such shares shall be issued at no par value.

6. All affairs of the corporation shall be directed by the Board of Directors, from whom shall be elected a Chairman to preside over all matters relating to the Board of Directors and all shareholder meetings. The Board of Directors shall appoint the Corporate Officers who shall direct the affairs of the corporation. The Board of Directors shall grant to the corporate officers the right and discretion to direct the affairs of the corporation in a manner consistent with prudent business practices and according to the by laws and other such corporate directives as may be issued from time to time, and in compliance with the applicable laws of the State of Idaho. The initial Board of Directors shall consist of two (2) directors who shall be named from among the original incorporators and are as follows:

Director: Brian D. Taylor
5730 Marbrisa Lane
Idaho Falls, Idaho 83406

Director: Suzanne Taylor
5730 Marbrisa Lane
Idaho Falls, Idaho 83406

The corporation directors shall not be held personally liable for their actions as Corporate Directors, and shall be free from any monetary damages or breach of fiduciary duty as Directors which may arise from their actions as Corporate Directors, except as provided herein after:

- a) except for breach of Directors duty of loyalty to the corporation or stockholders.
- b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) provisions of sec 30-1-48 Idaho Code.
- d) any transaction from which the director derived an improper personal benefit.


7. The corporation shall elect a fiscal year end of December 31 of each calendar year.
8. The address of registration for the corporation shall be:

Compass Capital & Consulting Group, Inc.
5730 Marbrisa Lane
Idaho Falls, Idaho 83406

The appointed agent of the corporation is: Brian D. Taylor

IN WITNESS WHEREOF, this certificate has been subscribed this 20th Day of March, 1995 by the undersigned, who affirm that the statements made herein are true and accurate.

Incorporator:


Brian D. Taylor
5730 Marbrisa Lane
Idaho Falls, Idaho 83406

Incorporator:


Suzanne Taylor
5730 Marbrisa Lane
Idaho Falls, Idaho 83406