

FILED EFFECTIVE

ARTICLES OF INCORPORATION

00 DEC -7 AM 9:55

OF

SECRETARY OF STATE
STATE OF IDAHO

GRANDE TRUNK RESOURCES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned natural person of lawful age and a citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the Corporation is **GRANDE TRUNK RESOURCES, INC** *corporated*

SECOND

The Corporation is to have perpetual existence.

THIRD

The purposes and objects for which the Corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the Corporation shall have authority to issue is: 20 Million. Such shares are to consist of one class only. The par value of each of such shares shall be NO PAR, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations for differences in relative rights with respect to other shares.

IDAHO SECRETARY OF STATE

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SIXTH

Stockholders of the Corporation shall be preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, or to obligations of the Corporation convertible into stock. Any stock or obligations issued by the Corporation shall first be offered to the stockholders of the Corporation.

SEVENTH

The address of the initial registered office of the Corporation is:

KEN E. DAVIS

5872 Government Way, Suite #102

Dalton Gardens, Idaho 83815

The name of the Corporation's initial registered agent at such address is:

KEN E. DAVIS

EIGHTH

The number of Directors constituting the initial Board of Directors is: **One (1)**.

The names and address of the person who is to serve as Director until the first Annual Meeting of Shareholders or until his successor is elected and qualifies is:

KEN E. DAVIS

5872 Government Way, Suite #102

Dalton Gardens, Idaho 83815

NINTH

The name and address of the incorporator is:

KEN E. DAVIS

5872 Government Way, Suite #102

Dalton Gardens, Idaho 83815

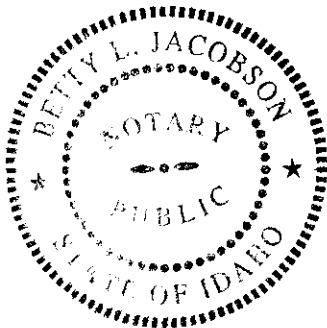
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th
day of December, 2000.



Ken E. Davis, President
GRANDE TRUNK RESOURCES, INCORPORATED

STATE OF IDAHO)
) ss.
County of KOOTENAI)

On this 4 day of December, 2000, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared **KEN E. DAVIS, 5872 Government Way, Suite #102; Dalton Gardens, Idaho 83815**, 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, and that he was a person of lawful age and a citizen of the United States of America.

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




Notary Public in and for the State of Idaho
Residing at: Dalton Gardens, ID
My commission expires: June 26, 2001