



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

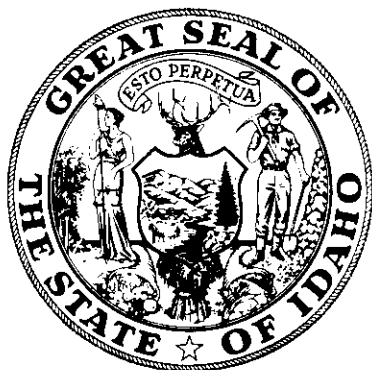
ENERGY MASTERS, INC.

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 _____
ENERGY MASTERS, INC.

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: **February 11, 1983.**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Muriel F. Artach*

ARTICLES OF INCORPORATION

OF

ENERGY MASTERS, INC.

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SECRETARY OF
STATE

The undersigned, acting as 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 ENERGY MASTERS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

- (1) the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act;
- (2) the development and sale of computerized energy management systems for conservation of energy within homes, and buildings, commercial and non-commercial.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 shares of common stock, par value of \$1.00 each.

FIFTH: Provisions denying preemptive rights are those stated in Section 30-1-26, Idaho Code.

SIXTH: Any provision, not inconsistent with law, may be adopted for the internal regulation of the internal affairs of the corporation.

SEVENTH: The address of the initial registered office of the corporation is 407 S. Cole Road, Boise, Idaho, and the name of its initial registered agent at such address is J. Brent Hessing.

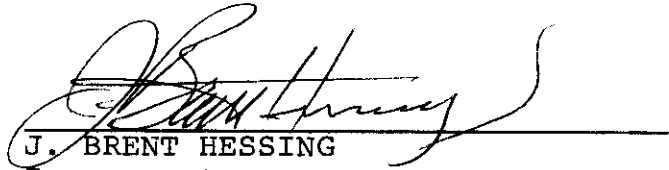
EIGHTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
J. Brent Hessing	1258 Cotterell Way Boise, Idaho 83709
James B. Hessing	1000 Greenwood Circle Boise, Idaho 83706
Timothy J. Hessing	1000 Greenwood Circle Boise, Idaho 83706

NINTH: The name and address of the incorporator is:

J. Brent Hessing
1258 Cotterell Way
Boise, Idaho 83709

DATED: February _____, 1983.


J. BRENT HESSING
Incorporator