

ARTICLES OF INCORPORATION

OF

SOLUTIONSET INC.

97 OCT 20 PM 3:26
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, being of full age and for the purpose of forming a corporation under the Idaho Code Title 30, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be SolutionSet Inc.

ARTICLE II

Registered Office; Registered Agent

The location and address of this corporation's registered office in this state shall be 5300 Baldy Mt. Rd., Sandpoint, ID 83864, and the registered agent at that office shall be Scott Rosenbaum.

ARTICLE III

Authorized Capital

The total authorized number of shares of this corporation is Ten Million (10,000,000) shares, all of which shall be shares of common stock of the par value of one cent (\$.01) per share.

ARTICLE IV

Cumulative Voting Prohibition

Shareholders shall have no rights of cumulative voting.

ARTICLE V

Preemptive Rights Prohibition

Shareholders shall have no rights, preemptive or otherwise, under the Idaho Code section 30-1-630 (or similar provisions of future law) to acquire any part of any unissued

IDAHO SECRETARY OF STATE

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shares or other securities of this corporation or any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

Michael P. Sullivan, Jr.
Gray, Plant, Mooty, Mooty & Bennett, P.A.
3400 City Center, 33 So. 6th Street
Minneapolis, MN 55402

ARTICLE VII

Limitation of Director Liability

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except liability for: (i) the amount of a financial benefit received by a director to which he is not entitled, (ii) an intentional infliction of harm on the corporation or the shareholders, (iii) a violation of section 30-1-833, Idaho Code, or (iv) an intentional violation of criminal law. If the Idaho Code Title 30 hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Idaho Code Title 30, as amended. Any repeal or modification of this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

ARTICLE VIII

Directors Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the directors then in office, unless the action is one which need not be approved by the shareholders, in which case such action shall be effective if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

IN WITNESS WHEREOF, the undersigned has set his hand this 17 day of
October, 1997.



**Michael P. Sullivan, Jr.,
Incorporator**

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