

ARTICLES OF INCORPORATION
OF
CARD ME, INC.

FILED
97 DEC 17 AM 8:55
SECRETARY OF STATE
STATE OF IDAHO

We, THE UNDERSIGNED, incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Card Me, Inc.

ARTICLE II

The purpose and objects for which the corporation is formed are:

A. To engage in business and financial management, and manage, maintain, and operate commercial and residential real or personal property of every name, kind, and nature.

B. To engage in any order all lawful businesses for which corporations may be organized under the Idaho Business Corporation Act.

C. To conduct business in this State, other State, District of Columbia, Territories and Colonies of the United States and in foreign countries and to have one or more offices and places of business out of this State; and to acquire, receive, hold, purchase, lease, mortgage, dispose of and/or convey real or personal property situated within or without the State of Idaho.

D. To buy, sell, lease or otherwise acquire or dispose of licenses, franchises, patents, corporations and other personal property as is deemed necessary to carry on the purposes of the corporation.

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E. All of the foregoing provisions of this Article are to be construed both as objectives and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which corporations formed under the laws of Idaho nor or hereafter existing, that at the time may not lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles of Incorporation shall, except as otherwise provided, in no wise be limited to or restricted by reference from the terms of any other clause or paragraph of this Article of Incorporation; and it is the intention that the purposes, objects and powers specified in these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The location of the registered office of the corporation and the Post Office address of the corporation shall be in the City of Menan, Idaho, 3523 E. 665 N. #2, P.O. Box 275 and the registered agent is K. Joe Denning.

ARTICLE V

The stock of the corporation shall be entitled capital stock having both voting rights and rights of ownership on equal basis per share. The amount of the authorized capital stock of this corporation shall be 100,000 shares of no par value. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders for any reason, as more fully provided in the Bylaws, the corporation itself must be given a thirty-day (30) written option to repurchase the stock; provided, however, that should the corporation desire not to repurchase any stock to be sold or transferred, the remaining shareholders of the corporation shall be given a thirty-day (30) written option to purchase said stock after receipt of said notice that the corporation will not repurchase said stock itself. The capital stock of this corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

ARTICLE VI

The amount of the capital stock which has been subscribed and paid for is the sum of 500 shares, and following are the names of the persons, their addresses and number of shares by whom the same have been subscribed, to wit:

Name	Address	Shares
<u>K. Joe Denning</u>	<u>P. O. Box 275</u> <u>Menan, ID 83434</u>	<u>350</u>
<u>Travis A. Packer</u>	<u>358 1/2 N. 400 E. #1</u> <u>Logan, UT 84321</u>	<u>125</u>
<u>Jenny D. Denning</u>	<u>777 E. 1000 N. #U-3</u> <u>Logan, UT 84321</u>	<u>25</u>

The capital stock of the corporation shall not be assessable except as agreed by a two-thirds (2/3) majority vote of all the outstanding shares of corporation.

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ARTICLE VII

That the management of this corporation shall be vested in a Board of not less than one (1) nor more than five (5) directors, as may be fixed from time to time by the Bylaws. The directors shall be elected by the annual meeting of the stockholders to be held at the general office of this corporation in the City of Menan, Idaho on the second Monday of the first month after the close of the taxable year of each year, at a time to be determined by the Bylaws or at such time and place as the directors may so designate. That until the first meeting of the corporation, the officers, directors of the corporation shall be the said above shareholders.

ARTICLE VIII

The initial Bylaws of the corporation shall be adopted by its Board of Directors; and the power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the directors as well as the shareholders, to be exercised by such vote of such directors or of the allotted shares, as the case may be, not less, however, than a majority thereof as any be fixed by the Bylaws.

ARTICLE IX

All or any meetings of the shareholders or of the Board of Directors may be held within or without the State of Idaho, upon notice, in writing, from the Board of Directors or as may be authorized by Chapter 1, Title 30, Idaho Code, or by the Bylaws of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any director, individually, or any firm of which said directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided, that the fact that he or she or such firm is so interested shall have been disclosed to the Board of Directors or majority thereof; and any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote there at to authorize such contract or transaction, with a like force and effect as if he or she were not such director or officer of such corporation or so interested.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

15th day of December, 1997.


K. Joe Denning


Travis A. Packer

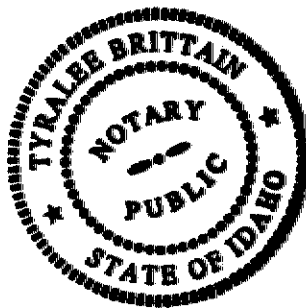

Jenny D. Denning

STATE OF IDAHO)

County of Madison)

On this 15 day of December, 1997 before me, the undersigned, a Notary Public in and for said State, personally appeared K. Joe Denning,
Travis A. Packer, Senny D. Denning, known to me to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and acknowledged to me that they had read the same, understood the contents thereof; the legal effect thereof; and that they had executed the same of their own free will and choice.

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



Tyralee Brittain
NOTARY PUBLIC FOR IDAHO

Residing at Madison County

My commission expires: 4/08/2002