

**ARTICLES OF INCORPORATION
OF
FIVE STAR DEVELOPMENT, INC.**

FILED
97 DEC 22 AM 10:17
SECRETARY OF STATE
STATE OF IDAHO

We, the undersigned natural persons over the age of twenty-one years, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such a corporation:

ARTICLE I - NAME

The Corporate name is FIVE STAR DEVELOPMENT, INC.

ARTICLE II - DURATION

The period of its duration is perpetual.

ARTICLE III - PURPOSES

The corporation shall have unlimited powers to engage in and to do any lawful act concerning any or all lawful business for which corporations may be organized under the Idaho Business Corporation Act, including but not limited to:

A. To enter into any lawful arrangements, for sharing profits, union of interest, reciprocal association, partnership, individual or other legal entity for the carrying on of any business and to enter into any general or limited partnership of the carrying on of any business or joint venture.

B. To acquire real and personal property for investment and/or development purposes.

ARTICLE IV - STOCK

The aggregate number of shares which the corporation shall be authorized to issue is 5,000,000 shares, carrying no par value. All stock in this corporation shall be the same class, common, and shall have the same rights and preferences. Full paid stock of this corporation shall not be liable to any call and it is non assessable.

IDAHO SECRETARY OF STATE

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ARTICLE V - CAPITALIZATION

The corporation will not commence business until consideration of the value of at least \$1,000 has been received for the issuance of the shares.

ARTICLE VI - INITIAL OFFICE AND AGENT

The name and address of this corporation's initial registered office and the name and address of its registered agent is:

Bruce Stanger
3775 North Yellowstone Ave
Idaho Falls, Idaho 83401

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors in this corporation is two. The names and addresses of the persons who are to serve as directors until the first annual meeting of stockholders, or until their successors are elected and qualify are:

Bruce Stanger
3775 North Yellowstone Ave.
Idaho Falls, Idaho 83401

Gary C. Salazar
8373 West Myron Avenue
Magna, Utah 84044

ARTICLE VIII - INCORPORATORS

Bruce Stanger
3775 North Yellowstone Ave.
Idaho Falls, Idaho 83401

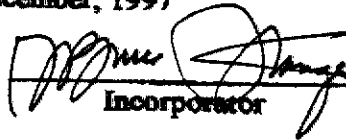
ARTICLE IX - INDEMNIFICATION OF OFFICER AND DIRECTORS

This corporation may indemnify any officer or director or former officer or director to the corporation, or any person who may have served at its request as a director or officer or another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit proceedings civil or criminal, in which he is made a party by reason of being or have been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, and to make any other indemnification that shall be authorized by any law or resolution adopted by the Board of Directors or shareholder.

Additionally, directors shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty, to the extent permitted in I.C.A.

The undersigned each acknowledges the represented capacity under penalty of perjury that the facts and statements contained herein are true and that this document is published as their personal act.

DATED this 19th day of December, 1997

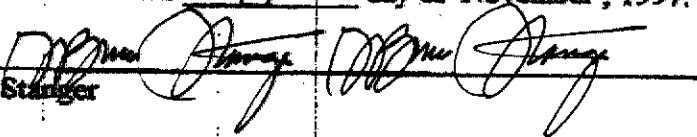

Incorporator

I hereby accept appointment a registered agent of the foregoing corporation.

DATED this 19th day of November, 1997.

BY:

Bruce Stanger



TOTAL P.04