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STATE OF IDAHO

ARTICLES OF INCORPORATION  
OF  
Y2K, INC.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopts the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is Y2K, Inc.

ARTICLE II. AUTHORIZED SHARES

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is ten thousand (10,000) shares, each with a par value of One Dollar (\$1.00), and all of which shares shall be of one (1) class only, which shall be designated as common stock.

ARTICLE III. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1665 W. Woods Gulch Court, Eagle, Idaho 83616, and the name of its initial registered agent at that office is Lloyd J. Freeman.

ARTICLE IV. BOARD OF DIRECTORS

The name and address of the person who is to serve as the initial director until the first annual meeting of the shareholders is:

<u>Name</u>	<u>Address</u>
Lloyd J. Freeman	1665 W. Woods Gulch Court Eagle, Idaho 83616

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ARTICLE XI. INCORPORATORS

The name and address of the incorporator of the Corporation is:


Name

Address

Clifford L. Brown

280 N. 8th Street, Suite 138  
Boise, ID 83702

DATED This 2nd day of April, 1999.

  
Clifford L. Brown  
Incorporator