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State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

SANDPIPER TECHNOLOGIES, LIMITED

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 the above named corporation, 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 27, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Rubies*

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SEC. OF STATE

ARTICLES OF INCORPORATION 92 FEB 27 AM 8 48

OF

SANDPIPER TECHNOLOGIES, LIMITED

THESE PRESENTS PRESENT WITNESSETH:

George D. Hennessey, being a sovereign citizen of the Union of States and over the age of twenty-one (21) years, acting as incorporator of a corporation under the laws of the State of Idaho, adopts the following ARTICLES OF INCORPORATION for such entity:

ARTICLE I

The name of the Corporation is
SANDPIPER TECHNOLOGIES, LIMITED

ARTICLE II

The period of duration of the Corporation is to be perpetual.

ARTICLE III

The purpose of the Corporation is to engage in any and all business, the conduct of which is not expressly forbidden to corporations by legally applied Constitutional Law.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is five million (5,000,000) shares of common stock, all of which are without par value.

Capital stock may be issued by the Corporation from time to time for consideration, including, without limitation, services, monies or property as may be fixed by resolution of the Board of Directors from time to time.

ARTICLE V

The address of the principal office of the Corporation is:

2615 North 4th Street, Suite 802
Coeur d'Alene, Idaho 83814

and the name of it's initial registered agent and address is:

George D. Hennessey
2615 N. 4th Street, Suite 802
Coeur d'Alene, Idaho 83814

ARTICLE VI

The number of directors constituting the initial Board of Directors is two (2). Thereafter, such number shall not be less than one (1) as may from time to time be specified in the bylaws. The persons who are to serve as Directors until the first annual meeting of shareholders and until their successors are elected and qualified, are:

George D. Hennessey
2615 N. 4th Street, Suite 802
Coeur d'Alene, Idaho 83814

Sedemola A. Goudelock
2615 N. 4th Street, Suite 802
Coeur d'Alene, Idaho 83814

ARTICLE VII

The power to adopt, alter, amend and repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors.

ARTICLE VIII

The Corporation reserves the right to amend, change or repeal any provision of these ARTICLES OF INCORPORATION in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are subject to this reserved power. Any contract, transaction, or act of the Corporation, which shall be ratified by a majority of a quorum of the shareholders of the Corporation at any special meeting called for such purpose, shall insofar as permitted by law, be as valid and as binding as though ratified by every shareholder of the Corporation.

ARTICLE IX

The incorporator is G. D. Hennessey, 2615 N. 4th Street,
Suite 802, Coeur d'Alene, Idaho 83814.

IN WITNESS WHEREOF, the undersigned has hereunto set forth
his name in duplicate, this 31st day of January, 1992.


George D. Hennessey

STATE OF IDAHO)
 :
County of Kootenai)

On this 31st day of January, 1992, before me, the undersigned
Notary Public, personally appeared G. D. Hennessey, known to
me to be the individual described in and who has executed the
foregoing Article of Incorporation and has acknowledged to me
that he signed the same as his free and voluntary act and
deed, and does for the use and purposes of therein mentioned.

IN WITNESS WHEREOF, I have set forth my hand and seal the day
and year first above written.


Notary Public for Idaho
Residing at Coeur d'Alene

Commission expires 3-13-94.