

**ARTICLES OF INCORPORATION
OF**

SOARES BUILDER, INC.

FILED EFFECTIVE

2005 AUG 26 AM 8:42

SECRETARY OF STATE
STATE OF IDAHO

The undersigned incorporator, desiring to form a corporation under the Idaho Business Corporation Act, adopts the following articles of incorporation

ARTICLE ONE

The name of the corporation is **SOARES BUILDER, INC.**

ARTICLE TWO

The purpose for which the corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE THREE

Subject to dissolution in the manner provided by law, the period of duration of the corporation is perpetual.

ARTICLE FOUR

The address of the corporation's initial registered office in Idaho is:

1521 Heroic Road
Hailey, Idaho 83333

The name of the corporation's initial registered agent at that address is:

David Andreu Soares

ARTICLE FIVE

The aggregate number of shares which the corporation has authority to issue is 100 shares. All of such shares are without par value.

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ARTICLE SIX

The number of directors constituting the initial board of directors is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

David Andreu Soares
1521 Heroic Road
Hailey, Idaho 83333

ARTICLE SEVEN

The name and address of the incorporator is:

David Andreu Soares

ARTICLE EIGHT

The private property of the shareholders of this corporation is not subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription for shares.

ARTICLE NINE

In the event the stockholders of the corporation ever elect to be taxed pursuant to the S corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date(s) for estimated payment(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods. In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than ____ percent of the then outstanding shares of stock in the corporation, make or effect any transfer of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

August, 2005. IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of

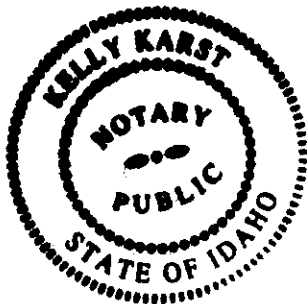


DAVID ANDREU SOARES

STATE OF IDAHO)
) ss.
County of Blaine)

On this 22 day of Aug, 2005, before me, the undersigned, a Notary Public in and for said County and State, personally appeared DAVID ANDREU SOARES, known or identified to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Kelly Karst
NOTARY PUBLIC FOR IDAHO
Residing at 314 N. Main Hailly
My commission expires 5/24/2010