

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

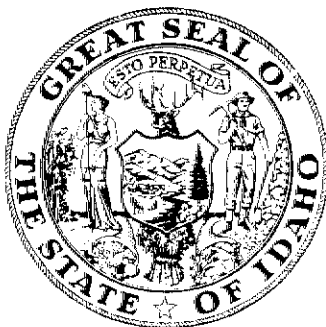
ELITE, INC.

File number C 119144

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: April 17, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Larry J. Clark*

APR 17 9 07 AM '97

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

ELITE, INC.

IDAHO SECRETARY OF STATE
DATE 04/17/1997
0900 83787 2
CK #: 1524 CUST# 80013
CORP 100.00= 100.00

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KNOWN ALL MEN BY THESE PRESENTS:

That I, the undersigned, BOB ROBERTS, being of full age and a citizen of the United States, does this day voluntarily form a corporation under the provisions of the Idaho Business Corporation Act, and I certify in writing:

ARTICLE I
NAME

The official name of the corporation shall be ELITE, INC.

ARTICLE II
PURPOSE AND POWERS

The purposes for which this corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act and to possess and exercise all the powers and privileges granted by the Idaho Business Corporation Act or by any lawful powers and privileges incidental, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the corporation.

ARTICLE III
DURATION

Subject to dissolution in the manner provided by law, the corporation shall be perpetual.

ARTICLE IV
REGISTERED OFFICE

The registered office of the corporation in the State of Idaho shall be located at 834 Falls Avenue, Suite #2130, Twin Falls, Idaho. The post office address of the registered office of the corporation in the State of Idaho, County of Twin Falls, shall be 834 Falls Avenue, Suite #2130, Twin Falls, Idaho 83301. BOB ROBERTS, shall be the initial registered agent of the corporation at said address.

ARTICLE V
CORPORATE STOCK

The aggregate number of common shares which the corporation shall have authority to issue is Five Hundred (500), all of which shall have no par value.

VI
INCORPORATORS

Following are the names and post office addresses of the incorporators:


<u>NAME OF INCORPORATOR</u>	<u>ADDRESS</u>
BOB ROBERTS 2130	834 Falls Avenue, Suite Twin Falls, ID 83301

VII
MANAGEMENT

The business of the corporation shall be managed by a board of at least two directors, except that if all of the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than two but not less than the number of stockholders. A director shall hold office for the term for which he was named or elected and until his successor is elected and qualified. The incorporators listed in Article VI above shall serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified.

ARTICLE VIII
BY-LAWS

The initial By-Laws of the corporation shall be adopted by its board of directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors.


Bob Roberts

Minnie A. Helboya
NOTARY PUBLIC FOR IDAHO
Residing at Wendell, Idaho
Commission Expires 4-14-2001