

ARTICLES OF INCORPORATION

OF

THE LAW OFFICE OF JOHN E. MILLER, A PROFESSIONAL CORPORATION

The undersigned, being over the age of eighteen (18), acting as incorporator of a Corporation under Professional Service Act hereby adopts, in duplicate, the following Articles of Incorporation for such Corporation.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

THE LAW OFFICE OF JOHN E. MILLER, A PROFESSIONAL CORPORATION

ARTICLE II

DURATION OF CORPORATION

The period of duration of the Corporation shall be perpetual

ARTICLE III

CORPORATE PURPOSES

The purpose or purposes for which the Corporation is organized are:

To engage in and carry on the business and profession of providing and rendering legal services as a profession for pecuniary profit under the provisions the Idaho Business Corporation Act, Chapter 13, Professional Service Corporations, including any amendments thereto or successor statute that may hereinafter be enacted, and to exercise all powers granted to a corporation formed there under.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares, which the Corporation shall have the authority to issue, is 5000 shares of common stock having a par value of \$0.00 per share. There shall be no other class or shares of stock in the Corporation. The Corporation shall ~~have the authority to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer and dispose of its own shares, to the extent of both its unrestricted and unreserved capital surplus.~~
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ARTICLE VPREEMPTIVE RIGHTSNO PREEMPTIVE RIGHTS

The owners of shares of stock of the Corporation shall not be entitled to preemptive rights to subscribe for or purchase any part of new or additional issues of stock or securities convertible into stock of any class whatsoever whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise

ARTICLE VINO CUMULATIVE VOTING

Each shareholder entitled to vote at any election for Directors shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, and no shareholder shall be entitled to cumulate his votes.

ARTICLE VIIGENERAL PROVISIONSSection 1

The Board of Directors shall have full power to adopt, alter, amend, or repeal the Bylaws or adopt new Bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend, or repeal the Bylaws

Section 2

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation

Section 3

The Corporation may enter into contracts and otherwise transact business as vendor, purchaser, or otherwise, with its Directors, officers, and shareholders and with Corporations, associations, firms, and entities in which they are or may be or become interested as Directors, officers, shareholders, members, or otherwise, as freely as though such adverse interests did not exist, even though the vote, action, or presence of such Director, officer, or shareholder may be necessary to obligate the Corporation upon such contracts or transactions; and in the absence of fraud, no such contract or transaction shall be avoided and no such Director, officer, or

shareholder shall be held liable to account to the Corporation, by reason of such adverse interests or by reason of any fiduciary relationship to the corporation arising out of such office or stock ownership, for any profit or benefit realized by him through any such contract or transaction, provided that in the case of Directors and officers of the Corporation (but not in the case of shareholders who are not Directors or officers), the nature of the interest of such Director or officer, though not necessarily the details or extent thereof, be disclosed or known to the Board of Directors of the Corporation, at the meeting thereof at which such contract or transaction is authorized or confirmed. A general notice that a Director or officer of the Corporation is interested in any Corporation, association, firm, or entity shall be sufficient disclosure as to such Director or officer with respect to all contracts and transactions with that Corporation, association, firm, or entity.

ARTICLE VIII

REGISTERED OFFICE AND ADDRESS

The address of the initial registered office of the Corporation is 618 N. 4th Street, Suite B, Coeur d' Alene, Idaho, 83814, and the name of its initial registered agent at such address is John E. Miller.

ARTICLE IX

BOARD OF DIRECTORS

The number, qualifications, terms of office, manner of election, time and place of meetings, and powers and duties of the Directors shall be prescribed in the Bylaws, but the number of first Directors shall be one (1), unless the number of shareholders shall be less than three, in which event the number of the first Directors may be equal to the number of shareholders, and they shall serve until the first annual meeting of shareholders or until their successors are elected and qualified; the names and post office addresses of the first Directors are as follows:

<u>Name</u>	<u>Address</u>
John E. Miller	618 N. 4 th Street, Suite B Coeur d' Alene, Idaho 83814

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ARTICLE X

INCORPORATORS

The name and address of each incorporator is:

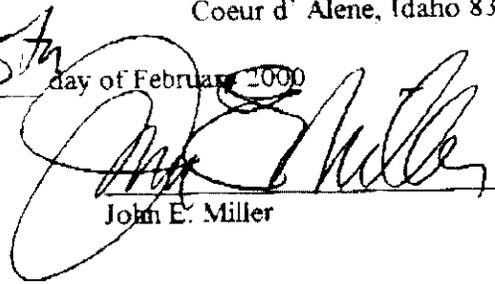
Name

Address

John E. Miller

618 N. 4th Street, Suite B
Coeur d' Alene, Idaho 83814

Executed in duplicate this 15th day of February, 2000



John E. Miller

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