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STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

GAURDIAN INSTITUTE, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, a citizen of the United States of America, being over the age of 18 years, does hereby form a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following Articles, and does hereby adopt the following Articles of Incorporation:

ARTICLE 1: NAME OF CORPORATION: The name of the corporation shall be Gaurdian Institute, Inc.

ARTICLE 2: PURPOSES: The corporation is organized for the purposes of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE 3: TERM: The corporation is to have perpetual existence.

ARTICLE 4: REGISTERED OFFICE & REGISTERED AGENT: The registered office of the corporation shall be located at 1963 Hiland Avenue, Burley, Idaho, 83318. The registered agent for the corporation shall be Sean Kay, whose business office is identical with the registered office of the corporation.

ARTICLE 5: CORPORATE STOCK: The total number of shares which the corporation is authorized to issue is 10,000 shares with each share having par value of 10¢. The Board of Directors may from time to time fix the consideration for which such shares shall be issued and sold, provided they may not be issued or sold

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at a value less than par. The capital stock when fully paid, shall be nonassessable. The authorized stock shall be one class of which five thousand shares shall be voting. Voting stock shall be designated as such on each voting stock certificate. Other than voting rights, each share of stock shall have identical rights including identical rights to distribution and liquidation proceeds. Non-voting shares do not entitle the owner of such shares to vote on any issues. Voting of the stock shall be cumulative.

ARTICLE 6: INCORPORATOR: The name and post office address of the Incorporator is:

David F. Shirley  
P. O. Box 910  
Burley, Idaho 83318

ARTICLE 7: DIRECTORS: The initial Board of Directors shall consist of three directors who shall be:

Sean Kay, 1963 Hiland Avenue, Burley, Idaho 83318

Leslie Peter Bowcut, 517 Birch Drive, Burley, Idaho 83318

Calvin Toy, 655 Lewelling Blvd. PMB 318 SanLeandro, CA 94579

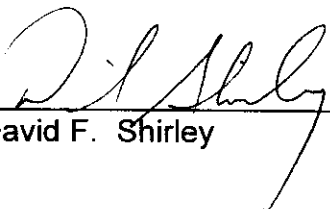
The initial Board of Directors shall serve until the first annual meeting of the shareholders at which time their successors shall be elected and qualified. The Bylaws shall specify the number of Directors for the corporation to be elected at the first annual meeting of shareholders, and thereafter.

ARTICLE 8: CONTRACTS: No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of capital stock of such other corporation is owned by the corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the

directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually may be a party to or may be pecuniarily or otherwise interested in a contract or transaction of the corporation and any directors of the corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with the same right, force and effect as if he were not such director or officer of such corporation and not so interested therein. The same shall apply if any officer or director of this corporation shall be interested in any other form of business entity dealing with this corporation.

ARTICLE 9: NON-LIABILITY OF DIRECTORS: No director of the corporation shall be liable to the corporation or its stock holders for monetary damages for any action taken or any failure to take any action as the director. This provision shall be subject to the limitations provided in the Idaho Business Corporation Act. Directors shall be identified by the corporation against liability to any person for any action taken or any failure to act as a director, to the extent permitted by law.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation this 14 day of January, 2002.

  
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David F. Shirley