

FILED EFFECTIVE

**IDAHOWIFI, INC.
ARTICLES OF INCORPORATION**

2004 JUN 21 P 4:09

ARTICLE 1

NAME

The name of the Corporation is IdahoWiFi, Inc.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

ARTICLE 3

CAPITAL STOCK

A. Authorized Capitalization. The total number of shares of all classes of stock that the Corporation shall have authority to issue is 20,000,000 shares, no par value, divided into the following: (i) 10,000,000 shares of Common Stock ("Common Stock"); and (ii) 10,000,000 shares of Preferred Stock ("Preferred Stock").

B. Preferred Stock. The shares of Preferred Stock may be issued from time to time in one or more series. The board of directors are hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences, and relative, participating, optional or other special rights, and qualifications, limitations, or restrictions thereof, including without limitation, the dividend rate, conversion rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they

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had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

C. Voting Rights. The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law.

ARTICLE 4

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the Corporation is:

Registered Agent	Registered Office
Aaron B. Smith	2425 Aries Drive Nampa, Idaho 83651-1622

ARTICLE 5

INDEMNIFICATION AND LIMITATION ON LIABILITY

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act,

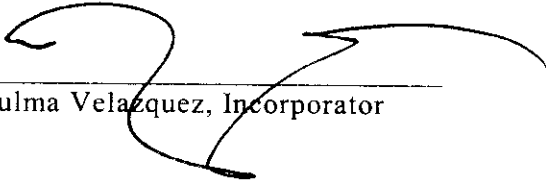
omission, or transaction of such director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the Corporation by these Articles of Incorporation, the Act or otherwise, the Corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries, and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the Corporation, and without shareholder action, to exercise all of the Corporation's powers of indemnification, whether by provision in the bylaws of the Corporation or otherwise.

ARTICLE 6
INCORPORATOR

The name and address of the sole incorporator is Zulma Velazquez, c/o Stoel Rives LLP, 101 S. Capitol Blvd., Suite 1900, Boise, Idaho 83642⁷⁰²

In witness whereof, I have subscribed these Articles of Incorporation this 21st day of June, 2004.



Zulma Velazquez, Incorporator