

ARTICLES OF INCORPORATION

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OF

INTEGRATED COMMUNICATION CONCEPTS, INC.

The undersigned natural person, eighteen years of age or more, acting as Incorporator of a corporation ("Corporation") under the provisions of the Colorado Corporation Code ("Code"), adopt the following Articles of Incorporation.

ARTICLE 1.0

The name of the Corporation is Integrated Communication Concepts, Inc.

ARTICLE 2.0

The Corporation is organized under the laws of the State of Colorado.

ARTICLE 3.0

The period of duration of the Corporation shall be perpetual.

ARTICLE 4.0

The nature of the business of the Corporation, the purposes for which it is organized and its powers are as follows:

4.1 To engage in the transaction of all lawful business or pursue any other lawful purpose or purposes for which a corporation may be organized under the laws of the State of Colorado, whether now or hereafter in effect.

4.2 To have, enjoy and exercise all of the rights, powers and privileges conferred upon corporations organized under the laws of the State of Colorado, whether now or hereafter in effect, and whether or not specifically stated here.

The above stated purposes and powers shall not limit or restrict the exercise of other rights and powers which may now or hereafter be allowed or permitted by law.

ARTICLE 5.0

5.1 The total number of shares which the Corporation shall have the authority to issue is 1,000 shares, which shall consist of one class only, designated "common stock." The stock shall have no par value.

5.2 The Corporation shall have the right to impose restrictions on the transfer of all, or any part of, its shares and may become party to agreements entered into by any of its shareholders restricting transfer or encumbrance of any of its shares, or subjecting any of its shares to repurchase or resale obligations.

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ARTICLE 6.0

Shareholders shall have no preemptive rights to acquire additional or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges, or stock rights or options.

ARTICLE 7.0

7.1 The business and affairs of the Corporation shall be managed by a board of directors (board) which shall be elected at the annual meeting of the shareholders, or at a special meeting called for that purpose.

7.2 The initial board shall consist of the following three members, who shall serve until the first annual meeting of shareholders and until their successors be elected and qualified.

<u>Director</u>	<u>Address</u>
Emeric R. Holderith	7125 W. Jefferson Ave., Suite 300, Lakewood, CO 80235
John Hiemer	7125 W. Jefferson Ave., Suite 300, Lakewood, CO 80235
Larry W. Brummond	14790 E. Kenyon Ave., Aurora, CO 80014

7.3 The number of directors may be increased or decreased from time to time in the manner provided in the Bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

ARTICLE 8.0

Cumulative voting shall not be permitted in the election of directors.

ARTICLE 9.0

The initial registered office of the Corporation shall be 7125 W. Jefferson Avenue, Suite 300, Lakewood, Colorado 80235 and the initial Registered Agent at such address shall be Emeric R. Holderith.

ARTICLE 10.0

No director shall be personally liable to the corporation or its shareholders for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation for monetary damages for the following: (1) any breach of such director's duty of loyalty to the corporation; (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) such director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation, or (4) any transactions from which such director derived an improper personal benefit.

ARTICLE 11.0

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its

directors or officers are financially interested shall be either void or voidable solely because of such relationship or interest or solely because of such relationship or interest or solely because such directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if (a) the fact of such relationship or interest is disclosed or known to the board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for that purpose without counting the vote or consents of such interested directors; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they, approve or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board or a committee thereof which authorizes, approves or ratifies such contract or transaction.


ARTICLE 12.0

The shareholders, by vote or concurrence of a majority of the outstanding shares of the Corporation, or any class or series thereof, entitled to vote on the subject matter, may take any action which, except for this Article, would require a two-thirds vote under the Code, as amended.

ARTICLE 13.0

The name and address of the incorporator is Emeric R. Holderith, 7125 W. Jefferson Ave., Suite 300, Lakewood, CO 80235.

Executed this 11th day of March, 1993.

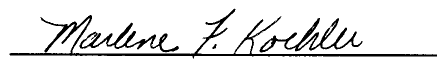

Emeric R. Holderith

STATE OF COLORADO)
COUNTY OF Denver) ss.

I, the undersigned, a Notary Public, hereby certify that on the 11th day of March, 1993, personally appeared before me Emeric R. Holderith who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements contained therein are true.

11th IN WITNESS WHEREOF, I have hereunto set my hand and official seal this day of March, 1993.

My commission expires: 1/20/97


Notary Public