

ARTICLES OF INCORPORATION
OF
COMMON SENSE ASSET MANAGEMENT, INC.

The undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Colorado Corporation Code, adopts the following Articles of Incorporation for such corporation:

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE

ARTICLE I

Name

The name of the corporation is: Common Sense Asset Management, Inc.

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\$ 50.00
SECRETARY OF STATE
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ARTICLE II

Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purpose

The purpose for which the corporation is organized is to transact any lawful business or businesses for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

Powers

The corporation shall have and may exercise all powers and rights granted or otherwise provided for by the Colorado Corporation Code, including, but not limited to, all powers necessary or convenient to effect the corporation's purposes.

ARTICLE V

Shares

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is two thousand (2,000), which shall consist of one thousand (1,000) shares of Common Stock, \$.01 par value, and one thousand (1,000) shares of Preferred Stock, with a par value of \$1.00 per share, issuable in series. The designations, preferences, limitations and relative rights of shares of each class are, or shall be determined, as follows:

1. Common Stock. The rights of holders of Common Stock to receive dividends or to share in the distribution of assets in the event of liquidation, dissolution or winding-up of the affairs of the corporation shall be subject to the preferences, limitations and relative rights of Preferred Stock. ✓

The holders of the Common Stock shall be entitled to one vote for each share of Common Stock held by them of record at the time for determining the holders thereof entitled to vote. During the time that any shares of the Preferred Stock are outstanding, the holders of the Common Stock shall be entitled to elect that number of the corporation's directors as shall be determined pursuant to the provisions of Article XII.

2. Preferred Stock. The board of directors is vested with authority, to the extent permitted by the Colorado Corporation Code, to issue Preferred Stock from time to time in one or more series, and the board of directors shall determine the relative rights, preferences and limitations of the Preferred Stock with respect to, without limitation, the following: ✓

(a) The number of shares of Preferred Stock to be

issued from time to time, and the designations thereof;

(b) The rate and preference of any dividends and the time of payment of any dividends, whether dividends are cumulative, noncumulative or partially cumulative, and the date from which any dividend shall accrue;

(c) Whether Preferred Stock may be redeemed, and, if so, the redemption price and the terms and conditions of redemption;

(d) The amount payable to and the preference of Preferred Stock in the event of voluntary or involuntary liquidation;

(e) Sinking fund or other provisions, if any, for the redemption or purchase of Preferred Stock;

(f) The terms and conditions upon which Preferred Stock may be converted into shares of any other class or into shares of any series of the same or any other class, if the Preferred Stock or any series thereof is issued with the privilege of conversion;

(g) Voting rights, if any;

(h) Whether the holders of Preferred Stock shall be entitled to elect any of the directors of the corporation; and

(i) Any other relative rights and preferences of Preferred Stock issued, including, but without limitation, any restriction on an increase in the number of shares of Preferred Stock of any series theretofore authorized and any limitation or restriction of rights or powers to which any series of Preferred Stock shall be subject.

Prior to the issuance of any shares of Preferred Stock, the board of directors shall have established such series by adopting a resolution setting forth the designation and number of shares of the series and the relative rights and preferences thereof, and have filed such resolution and designation pursuant to the Colorado Corporation Code.

B. Consideration. Any shares of the corporation may be issued for money, property, services rendered, labor done, cash advanced to the corporation, or for any other assets of value in accordance with the action of the board of directors, whose judgment as to value received in return therefore shall be conclusive and said shares when issued shall be fully paid and nonassessable.

C. Transfer Restrictions. The corporation shall have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is hereby authorized on behalf of the corporation to exercise the corporation's right so to impose such restrictions, whether by provision in the Bylaws or otherwise.

D. Denial of Cumulative Voting. Cumulative voting of shares in the election of directors is not allowed.

E. Denial of Pre-emptive Rights. No shareholder of the corporation shall be entitled as of right to acquire additional unissued or treasury shares of the corporation or securities convertible into shares or carrying a right to subscribe to or acquire such shares.

ARTICLE VI

Conflicts of Interest

No contract or other transaction between the corporation and one or more of its directors or officers, or any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or

have a financial interest, shall be either void or voidable solely for that reason or solely because the director or officer is present at or participates in a meeting of the board of directors or the committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose, provided, however, that the authorization, approval or ratification of such a contract or transaction meets the standards set forth in the Colorado Corporation Code. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VII

Indemnification

In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Colorado Corporation Code or otherwise, the corporation shall possess and may exercise all powers to indemnify directors and officers 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), without regard to whether or not such powers are expressly provided for by the Colorado Corporation Code. 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, by contract or otherwise.

The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation or who, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against any liability asserted against or incurred by him in any such capacity or arising

out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of the Colorado Corporation Code or any other statute.

ARTICLE VIII

Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders or of any class or series. Except as otherwise provided by these Articles of Incorporation or the Colorado Corporation Code, if a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders or of the class or series.

ARTICLE IX

Voting

With respect to any action to be taken by the shareholders of this corporation, which pursuant to the Colorado Corporation Code or any other statute requires the vote of two-thirds of the outstanding shares or the shares entitled to vote thereon, the affirmative vote or concurrence of the holders of a majority of the shares entitled to vote thereon, shall be required.

ARTICLE X

Registered Office and Agent; Principal Office

The address of the initial registered office of the corporation is 249 Clayton Street, Suite 200, Denver, CO 80206, and the name of the corporation's initial registered agent at such address is Randall A. Carter. ✓

The address of the corporation's initial principal office is 249 Clayton Street, Suite 200, Denver, CO 80206. ✓

ARTICLE XI

Elimination of Certain Liabilities of Directors

There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or to 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 Colorado Corporation Code (as in effect from time to time) prohibits expressly the elimination of liability. This provision is in the corporation's original Articles of Incorporation and thus is effective on the date of the corporation's incorporation. 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 provisions of the Colorado Corporation Code which permit 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.

ARTICLE XII

Board of Directors

The business and affairs of the corporation shall be managed by a board of directors which shall have all authority granted to it by the Colorado Corporation Code. The number of directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of this corporation. The number of directors of the corporation shall not be less than three (3); provided, however, in the event there are fewer than three (3) shareholders of record, the number of directors shall not be less than the number of shareholders of record. If at any time there are shares of Preferred Stock issued and outstanding, then the holders of the Preferred Stock shall have the right to elect that number of the directors at any annual or special

meeting of shareholders called for such purpose as shall be determined by the board of directors in setting the rights and preferences applicable to the Preferred Stock. If shares of Preferred Stock are issued and later redeemed or otherwise retired by the corporation, then, following such redemption or retirement of all such outstanding shares, all directors shall be elected by the holders of Common Stock.

The initial board of directors of the corporation shall consist of one director, and the name and address of the person who shall serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

Randall A. Carter

249 Clayton Street, Suite 200
Denver, CO 80206

ARTICLE XIII

Incorporator

The name and address of the incorporator is:

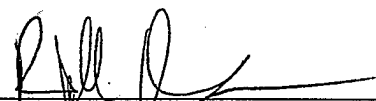
Randall A. Carter
249 Clayton Street, Suite 200
Denver, CO 80206

ARTICLE XIV

Amendments

The corporation reserves the right to amend its Articles of Incorporation from time to time in accordance with the Colorado Corporation Code.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Incorporation on January 2, 2002.


Randall A. Carter

Incorporator / Registered Agent