

**ARTICLES OF INCORPORATION
OF
MDM CLEANING SERVICES, INC.**

The undersigned natural person, being more than eighteen years of age, hereby establishes a corporation pursuant to the laws of the State of Colorado and adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **MDM Cleaning Services, Inc.** (the "Corporation").

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ARTICLE II

The name and mailing address of the incorporator is **David Medina, P.O. Box 917, Gypsum, CO 81637**.

ARTICLE III

The physical address of the Corporation's initial registered office in the State of Colorado is **MDM Cleaning Services, Inc., 667 Lost Lane Place, Gypsum, Colorado, 81637**. The postal address of the Corporation's initial registered office in the State of Colorado is **MDM Cleaning Services, Inc., P.O. Box 917, Gypsum, Colorado, 81637**.

ARTICLE IV

The physical address of the Corporation's principal office is **MDM Cleaning Services, Inc., 667 Lost Lane Place, Gypsum, Colorado, 81637**. The postal address of the Corporation's principal office in the State of Colorado is **MDM Cleaning Services, Inc., P.O. Box 917, Gypsum, Colorado, 81637**.

ARTICLE V

The name of the Corporation's initial registered agent at the Corporation's initial registered office is **David Medina**. The consent of the initial registered agent to be appointed in this capacity is evidenced by the signature of the initial registered agent on these Articles of Incorporation.

ARTICLE VI

The term of existence of the Corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VII

The Corporation is organized for the purpose of engaging in any and all lawful activities and business for which corporations may be incorporated pursuant to the laws of the State of Colorado.

In furtherance of these purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of the State of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

The Corporation shall have the power to carry on part or all of its business beyond the limits of the State of Colorado. The Corporation shall have the right to establish such branch offices as it may deem desirable from time to time.

ARTICLE VIII

The Corporation shall have the power to issue one type of stock. The aggregate number of common shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares, which shares shall have no par value. There shall only be one class of shares of common stock, and all such shares shall have voting rights. No shares shall be issued until they have been fully paid for, and such shares shall thereafter be non-assessable. 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.

Shares of stock may be issued subject to such reasonable restrictions upon the transfer thereof as may be specified in the Corporation's bylaws or by resolution of the Board of Directors at the time of issuance or as imposed by contract between or among shareholders and thereafter adopted and ratified by appropriate action of the Board of Directors subsequent to issuance. Restrictions upon transfers so imposed shall be evidenced by an appropriate notation upon the face of the certificate or certificates representing such restricted shares, and a complete and true copy of all restrictions so imposed shall be set forth in or attached to the minutes of proceedings of the Board of Directors and shall be available for inspection by parties entitled thereto at the principal office of the Corporation during reasonable business hours. Nothing herein shall be deemed to invalidate any agreement between shareholders restricting transfer of their shares, as long as such agreement is otherwise in accordance with law.

The Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares on the part of any other person, including, but without limiting the generality hereof, a purchaser, assignee or

transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee or transferee or other person becomes the registered holder of the interest of such purchaser, assignee or transferee of any of the shares of the Corporation. No such purchaser, assignee, or transferee shall be entitled to receive notice of the meetings of the shareholders, vote at such meetings, examine a list of the shareholders, be paid dividends or other sums payable as property or rights deriving from such shares of the Corporation until such purchaser, assignee or transferee has become the registered holder of such shares.

ARTICLE IX

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

ARTICLE X

The holders of the shares of common stock of the Corporation shall have pre-emptive rights to purchase or subscribe for any unissued shares, treasury shares or additional shares to be issued by the Corporation.

ARTICLE XI

Each shareholder of record shall have one vote for each common share of stock standing in his or her name on the books of the Corporation, except that in the election of directors he or she shall have the right to vote such number of common shares for as many persons as there are directors to be elected.

A quorum, for the purpose of stockholder meetings, will consist of a majority of the common shares issued and outstanding and entitled to vote at the meeting. When a quorum is present, and when a governing statute requires a vote of two-thirds of the common shares entitled to vote to take action, the affirmative vote of a majority of the common shares issued and outstanding and entitled to vote on the subject matter shall be the act of the stockholders.

ARTICLE XII

The management and control of the affairs of the Corporation shall be vested in the Board of Directors. The Board of Directors is expressly authorized to make, alter, amend and repeal Bylaws for the management of the affairs of the Corporation and also to hold meetings outside the State of Colorado. The number of directors shall be as specified in the Bylaws of the Corporation. However, the number of directors shall not be less than three, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are ever held of record by fewer than three shareholders. The number of directors may be increased or decreased from time to time as provided in the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The number of directors constituting the

initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as initial directors until the first meeting of shareholders or until their successors are elected and qualified, are as follows:

David Medina
P.O. Box 917
Gypsum, CO 81637

Maxine Medina
P.O. Box 917
Gypsum, CO 81637

ARTICLE XIII

The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Colorado statutes.

ARTICLE XIV

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, provided he or she acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation and that the person, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation; but no indemnification shall be made in respect to any claim, issue, or

matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

To the extent that a director, officer, employee, fiduciary, or agent of the Corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in this Article XIV or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under this Article XIV (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article XIV. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation, any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and shall inure to the benefit of heirs, executors, and administrators of such person.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and 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 the provisions of this Article XIV.

ARTICLE XV

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other person, firm, partnership, corporation, joint venture or entity in which one or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for that

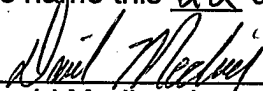
reason or solely because the director or officer is present at or participates in the meeting of the Board or committees thereof which authorizes, approves, or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

- (a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or
- (b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the shareholders; or
- (c) The contract or transaction was fair to the Corporation.

ARTICLE XVI


To the fullest extent permitted by the Colorado Business Corporation Act, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

IN WITNESS WHEREOF, the undersigned, having consented to serve as the incorporator designated in Article II of these Articles of Incorporation and the registered agent designated in Article V for the purposes of organizing and establishing a corporation pursuant to the statutes of the State of Colorado, hereby executes these Articles of Incorporation and states that the matters contained herein are true and, accordingly, has hereunto affixed his name this 22 day of May, 2003.



David Medina, Incorporator

The undersigned, by signing below as the initial registered agent, consents to be appointed in this capacity.



David Medina, Registered Agent

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused:

Norman R. Helwig
Norman R. Helwig, P.C.
10403 W. Colfax Ave., Suite 200
Lakewood, CO 80215