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ARTICLES OF INCORPORATION
OF
EDISON CARTER CORPORATION, INC.

FILED
In the Office of the Secretary of State
of the State of California

SEP 23 2002

Bill Jones
BILL JONES, Secretary of State

I

The name of the Corporation is Edison Carter Corporation, Inc.

II

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address of the Corporation's initial agent for service of process in the State of California, in accordance with subdivision (b) of Section 1502 of the General Corporation Law, is:

Stephen Russell

410 Jesse Street. Suite 902, San Francisco, CA 94103

IV

The Corporation is authorized to issue only one class of shares (Common Stock), and the total number of shares that the Corporation is authorized to issue is twenty million (20,000,000).

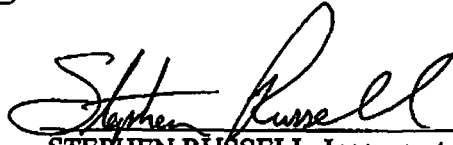
V

Section 1. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the Corporation or its shareholders. The Corporation is further authorized to provide insurance for agents as set forth in Section 317 of the California Corporations Code, provided that, in cases where the Corporation owns all or a portion of the shares of the company issuing the insurance policy, the company and/or the policy must meet one of the two sets of conditions set forth in Section 317, as amended.

Section 3. Any repeal or modification of the foregoing provisions of this Article V by the shareholders of this Corporation shall not adversely affect any right or protection of an agent of this Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on September 9, 2002.


STEPHEN RUSSELL, Incorporator