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FEB 06 2007

ARTICLES OF INCORPORATION

Pursuant to A.R.S. §10-202

FILE NO. 1343264-2

(An Arizona Business Corporation)

AZ CORPORATION COMMISSION
FILED

FEB 21 2007

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ARTICLE 1

The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a tradename, attach tradename certificate.

1. Name:

The name of the Corporation is:

Sunset Ranch Development, Inc.

2. Initial Business:

The Corporation initially intends to conduct the business of:

Real Estate Development

ARTICLE 2

The name cannot imply that the corporation is organized for any purpose other than the initial business indicated in this article.

3. Authorized Capital:

The Corporation shall have authority to issue 20,000 shares of Common Stock.

ARTICLE 3

The total number of authorized shares cannot be "Zero" or "Not Applicable."

4. Known Place of Business: (In Arizona)

The street address of the known place of business of the Corporation is:

747 Biasi Ranch Road - PO Box 518

Beaver Dam, AZ 86432

ARTICLE 4

May be in care of the statutory agent.

5. Statutory Agent: (In Arizona)

The name and address of the statutory agent of the Corporation is:

Gary Biasi

747 Biasi Ranch Road - PO Box 518

Beaver Dam, AZ 86432

ARTICLE 5

The agent must provide a physical address. If the statutory agent has a P.O. Box, then they must also provide a physical description of their street address/location. The agent must sign the Articles or provide a consent to acceptance of the appointment.

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ARTICLE 6

A minimum of 1
director is required.

ARTICLE 7

A minimum of 1
incorporator is
required. All
incorporators must
sign both the
Articles of
Incorporation and
the Certificate of
Disclosure.

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6. Board of Directors:

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The initial board of directors shall consist of 2 director(s). The name(s) and address(es) of the person(s) who is(are) to serve as the director(s) until the first annual meeting of shareholders or until his(her)(their) successor(s) is(are) elected and qualifies is(are):

Name: Gary Biasi

Name: Judy Biasi

Address: PO Box 518

Address: PO Box 518

City, State, Zip: Beaver Dam, AZ 86432

City, State, Zip: Beaver Dam, AZ 86432

Name: _____

Name: _____

Address: _____

Address: _____

City, State, Zip: _____

City, State, Zip: _____

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

7. Incorporators:

The name(s) and address(es) of the incorporator(s) is (are):

Name: Gary Biasi

Name: Judy Biasi

Address: PO Box 518

Address: PO Box 518

City, State, Zip: Beaver Dam, AZ 86432

City, State, Zip: Beaver Dam, AZ 86432

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

8. Indemnification of Officers, Directors, Employees and Agents:

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability:

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

Arizona Corporation Commission
Corporations Division

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Executed this 7 day of January, 2007 by all of the
incorporators.

Signed *Gary Biasi*

Gary Biasi
Print Name Here

X *Judy Biasi*

Judy Biasi
Print Name Here

PHONE 928-347-5920

FAX 928-347-5971

Phone and fax
numbers are
optional

The agent must
consent to the
appointment by
executing the
consent.

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment

as statutory agent of the above-named corporation effective

this 7 day of January, 2007

X *Gary Biasi*
Signature

Gary Biasi
Print Name Here

[If signing on behalf of a company serving as
statutory agent, print company name here]

The Articles must
be accompanied by
a Certificate of
Disclosure,
executed within 30
days of delivery to
the Commission, by
all incorporators.

CF: 0042
Rev. 10/2006

Arizona Corporation Commission
Corporations Division

PROFIT
CERTIFICATE OF DISCLOSURE
Pursuant to A.R.S. §10-202. (D).

Sunset Ranch Development, Inc.
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

- | | |
|---|--|
| 1. Full name, prior name(s) and aliases, if used. | 6. Social Security number. |
| 2. Full birth name. | 7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case. |
| 3. Present home address. | |
| 4. Prior addresses (for immediate preceding 7-year period). | |
| 5. Date and location of birth. | |

- C. Has any person serving as an officer, director, trustee, incorporator or holder of over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy, receivership or charter revocation of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

- | | |
|---|---|
| 1. Name and address of the corporation. | 3. State(s) in which the corporation:
(a) Was incorporated. (b) Has transacted business. |
| 2. Full name (including aliases) and address of each person involved. | 4. Dates of corporate operation. |
| | 5. Date and case number of Bankruptcy or date of revocation/administrative dissolution. |

D. The fiscal year end adopted by the corporation is Dec 31

Under penalties of law, the undersigned incorporator(s)/officer(s) declare(s) that I(we) have examined this Certificate, including any attachments, and to the best of my(our) knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Gary Biasi BY Judy Biasi

PRINT NAME Gary Biasi PRINT NAME Judy Biasi

TITLE President DATE 1/25/07 TITLE Secretary DATE 1/25/07

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.