



AZ CORPORATION COMMISSION
FILED

DO NOT PUBLISH THIS SECTION

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 or trademark, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state not applicable.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

APR 23 2008

APPLICATION FOR AUTHORITY TO TRANSACT BUSINESS IN ARIZONA

FILE NO. F-1445686-1

Pursuant to A.R.S. Title 10, Chapter 15 and 38

The name of the corporation is: ICON CONSULTING GROUP, INC

A(n) UTAH Corporation
(State, Province or Country)

We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

ICON CONSULTING GROUP, INC

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

_____ (FN).

2. The name of the state, province or country in which the foreign corporation is incorporated is:

UTAH

3. The foreign corporation was incorporated on the 18 day of October 1999 and the period of its duration is: PERPETUAL SUCCESSION

4. The street address of the principal office of the foreign corporation in the state, province or country of its incorporation is:

2913 GRANT AVE
OGDEN UT 84401

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

Lacey Morgan
21744 E Domingo Rd
Queen Creek Az 85242

AZ CORPORATION COMMISSION
FILED

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FILED

Arizona Corporation Commission
Corporations Division

CF:0024
Rev: 10/2006

JUN 25 2008

AUG 25 2008

FILE NO. F-1445686-1

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5.a. The street address of the known place of business of the foreign corporation in Arizona IF DIFFERENT from the street address of the statutory agent is:

2555 E UNIVERSITY DR
SUITE "A"
PHOENIX AZ 85034

5.b. Indicate to which address the Annual Report should be mailed.

5.b. The Annual Report and general correspondence should be mailed to the address specified above in section 4 X or 5a _____.

6. If the purpose of your corporation has any limitations please indicate. If not, state no limitations or leave blank.

6. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state, province or country under whose law the foreign corporation is incorporated, with the following limitations if any:

7. The names and business addresses of the current directors and officers of the foreign corporation are: (Attach additional sheets if necessary.)

Name: MOLINA HOLA CEO [title]

Address: 2766 ST MARY'S WAY

City, State, Zip SALT LAKE CITY UTAH 84167

Name: JOHN MORGAN PRESIDENT [title]

Address: 2216 E COUNTRY OAKS

City, State, Zip LAYTON UTAH 84046

Name: STEVEN WEGLE VICE PRESIDENT [title]

Address: 2103 N LISA WOOD

City, State, Zip LAYTON UTAH 84041

8. The total number of authorized shares cannot be zero or ANAe. Include authorized, not issued shares in this section.

8. The foreign corporation is authorized to issue 10,000,000 shares, itemized as follows: (Attach additional sheets if necessary.)

10,000,000 shares of COMMON [class or series] stock at no par value or par value of \$ 1.00 per share.

_____ shares of _____ [class or series] stock at no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at no par value or par value of \$ _____ per share.

CF:0024 Rev. 10/2006

Arizona Corporation Commission
Corporations Division

DO NOT PUBLISH
THIS SECTION

8. The total number
of issued shares
cannot be N/Ae.

The Application
must be
accompanied by
the following:
DA Certificate of
Disclosure,
executed within
30 days of delivery
to the Commission,
by a duly
authorized officer

DA certified copy
of your articles of
incorporation, all
amendments and
mergers (AZ
Const. Art. XIV,
'8) and a
certificate of
existence or
document of
similar import duly
authenticated
(within 60 days) by
the official having
custody of
corporate records
in the state,
province or country
under whose laws
the corporation is
incorporated.

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

9. The foreign corporation has issued 6,000,000 shares, itemized as follows:

500,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
DENNIS MANGRUM

5,220,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
MOLONAI HOLA

280,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
KEVIN MORGAN

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

PRIME CONTRACTORS

Dated this 21 day of APRIL 08

Executed by

[Signature]
Duly Authorized Officer or Director

KEVIN MORGAN President
[print name] [title]

PHONE 801-497-9012 FAX 801-497-9031
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation
effective this 21 day of APRIL 08

[Signature]
Signature

Lacey Morgan
[Print Name]

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

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

ICON CONSULTING GROUP, 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 CALENDAR

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 [Signature] BY _____

PRINT NAME KEVIN MORGAN PRINT NAME _____

TITLE PRESIDENT DATE 4/21/08 TITLE _____ DATE _____

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.



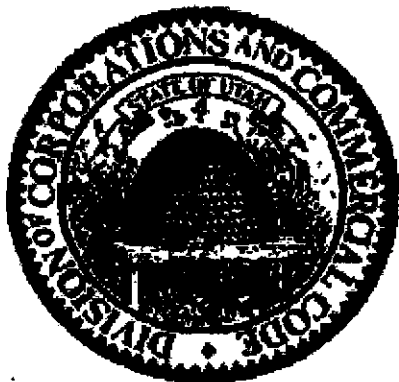
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

04/22/2008
1467165-014204222008-2284209

CERTIFICATE OF EXISTENCE

Registration Number: 1467165-0142
Business Name: ICON CONSULTING GROUP, INC.
Registered Date: October 18, 1999
Entity Type: Corporation - Domestic - Profit
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, S.M. Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877)526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

Registration Number: 1467165-0142
Business Name: ICON CONSULTING GROUP, INC.
Registered Date: OCTOBER 18, 1999

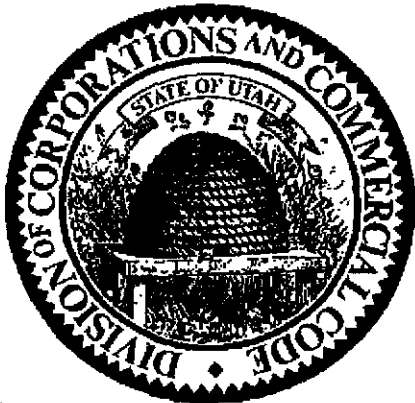
May 16, 2008

CERTIFIED COPY OF ARTICLES OF INCORPORATION

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE ARTICLES OF INCORPORATION OF

ICON CONSULTING GROUP, INC.

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

CORPORATION

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
Hereby certify that the foregoing has been filed
and approved on the _____ day of _____ 19____
in the office of this Division and hereby issue
this Certificate thereof.

Secretary

TAMARA J. WELLS
REGISTRAR



ARTICLES OF INCORPORATION
OF
ICON CONSULTING GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Utah Business Corporation for such corporation

ARTICLE I

NAME

The name of the corporation is ICON CONSULTING GROUP, INC.

ARTICLE II

EXISTENCE

The existence of the corporation shall be perpetual, unless otherwise dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Corporation is organized are:

- (a) Business Consulting.
- (b) The Corporation may also engage in any other business not expressly prohibited by law, which will, in the opinion of the officers and directors, prove profitable or serve the best interests of the corporation.

To this end the corporation in its name, shall have power:

9291000022

1. To make contracts necessary and proper to effect its purposes and conduct its authorized business.
2. To sue and be sued.
3. To have a seal, which it may alter at pleasure.
4. To disburse out of profits actually earned and on hand such dividends from time to time as the directors may deem prudent.
5. To make all such by-laws, rules and regulations, not inconsistent with the law or with other corporate rights and vested privileges, as may be necessary to carry into effect the purpose of the corporation; and such by-laws, rules and regulations may be made in a general meeting of the Board of Directors, which rules, regulations or by-laws shall become effective upon formal presentation by mailing to the stock holders on record.
6. To buy, receive, use, lease, mortgage, sell, or otherwise dispose of, all such real or personal property as may be necessary, useful or desirable for it to own, use or dispose of for its purposes.
7. To borrow money and give security for its repayment and do such other things as the Board of Directors shall from time to time authorize and direct.
8. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

ARTICLE IV

AUTHORIZED CAPITAL AND AGGREGATE SHARES

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) of common stock with par value of \$1.00.

The stock of this corporation is one class known as common stock, and with reference thereto, it is further agreed that:

- (a) Non Assessability: The fully paid stock of this Corporation shall be nonassessable.

- (b) Cumulative Voting: Cumulative voting of shares shall not be permitted.
- (c) Stock Dividends: Subject to limitations of applicable law, declared dividends may be paid wholly or in part in shares of the corporation out of any treasury shares of the corporation.
- (d) Pre Emptive Rights: None of the shareholders of the corporation shall have the pre-emptive rights to acquire issued, unissued or treasury shares of the corporation.

ARTICLE V

REQUIREMENT BEFORE COMMENCING BUSINESS

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

REGISTERED OFFICE, REGISTERED AGENT AND PLACE OF BUSINESS

The post office and street address of the Corporation's office is:

2120 South 1300 East, Suite 202
Salt Lake City, Utah 84106

and the name of the registered agent and registered office is:

Molanai Hola
2120 South 1300 East, Suite 202
Salt Lake City, Utah 84106


Molanai Hola

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed and its corporate powers shall be exercised by the Board of Directors, consisting of not less than one (1) nor more than nine (9) members whose qualifications, terms of office and duties shall be prescribed by the By-Laws of the corporation.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The names and address of the person who is to severally serve as director until the first annual meeting of shareholders or until his successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Molanai Hola	2120 South 1300 East, Suite 202 Salt Lake City, Utah 84106

Molanai Hola above listed is also the incorporator of this corporation.

ARTICLE IX

OFFICERS

The officers of this corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the Board of Directors at such time, in such manner and for such term as may be prescribed by law and any By-Laws. The officers of this corporation are as follows:

Molanai Hola	President
John Clark	Secretary
Pat Lemmon	Treasurer

ARTICLE X

BY-LAWS

The Board of Directors may adopt, amend and repeal at will such By-Laws that are inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Utah Business Corporation Act.

ARTICLE XI

OFFICERS AND DIRECTORS INTEREST IN TRANSACTIONS

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm association or partnership.

ARTICLE XII

INVALIDATION

Any Article, sub-paragraph or any part thereof of these Articles of Incorporation or amendments thereto that may be at any time declared and adjudged by any Court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of these Articles, amendments thereto, sub-paragraph thereof or part thereof, not so declared and adjudged to be invalid.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be prescribed and desired in accordance with the provisions of a Utah Business Corporation Act and laws amendatory thereto, by a majority vote of the Board of Directors and the vote or written assent of a majority of its voting capital stock entitled to vote, at any meeting of shareholders or directors called for that purpose or at the annual meeting of the shareholders when the notice thereof includes amending these Articles of Incorporation as part of the business of said annual meeting.

ARTICLE XIV

NON-LIABILITY OF SUBSCRIBER AND SHAREHOLDER

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the corporation or its creditors and such holder of or subscriber to shares of the corporation or its creditors.

ARTICLE XV

INDEMNITY OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all of its directors or officers or former officers or directors or any person who may have served at its request as a director or officer of another corporation in which it owns its own shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such director or officer or former officer or director or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of subscribers or otherwise.

DATED this 13 day of October, 1999.


Molana Hala

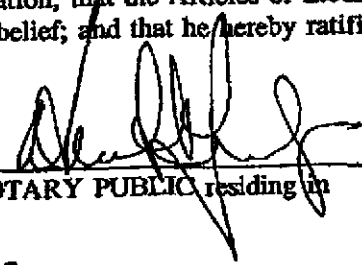

John Clark


Pat Lemmon

Incorporators' Signature

STATE OF UTAH)
 : ss
County of Salt Lake)

On this the 17 day of October, 1999, personally appeared before me Molanai Hala who did affirm that he is the incorporator of ICON CONSULTING GROUP, INC. and that he has read the above and foregoing Articles of Incorporation; that the Articles of Incorporation are true and correct to the best of his knowledge and belief; and that he hereby ratifies and accepts the same.



NOTARY PUBLIC residing in

My Commission Expires

den@iconinc.



**Unanimous Action of the Directors of
ICON CONSULTING GROUP INC., a Utah Corporation
in lieu of Special Directors' Meeting
Effective November 1, 2007**

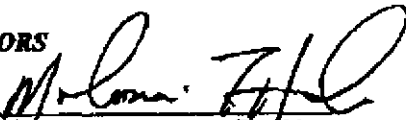
PURSUANT TO Utah Code Ann. §16-10a-821 (which permits certain actions of the directors of a Utah corporation to be taken by unanimous written consent without a meeting), the undersigned, who are all of the members (referred to herein as the "Directors") of the board of directors (the "Board") of **ICON CONSULTING GROUP INC.**, a Utah corporation (the "Company"), hereby consent to, adopt and ratify the following actions by unanimous consent in lieu of a special meeting of the Board:

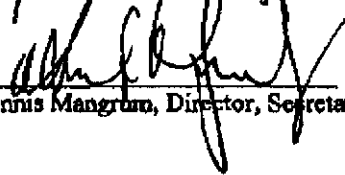
Section 1. Purchase of stock of Ken Thompson. The Corporation purchased 500,000 shares of the Corporation stock from Ken Thompson for \$5,000. The stock was retired and is now authorized but unissued. Following the retirement of the stock the corporation stock shall be held as follows:

Molonai Hola	5,220,000	88.3%
Dennis L. Mangrum	500,000	7.6%
Kevin Morgan	280,000	4.3%

DATED this the 1st of November 2007

DIRECTORS


Molonai Hola, Director, President


Dennis Mangrum, Director, Secretary

**Unanimous Action of the Directors of
ICON CONSULTING GROUP INC., a Utah Corporation
in lieu of Special Directors' Meeting
Effective 1 January 2003**

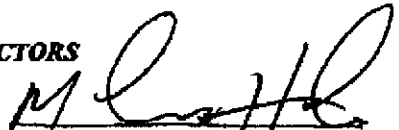
PURSUANT TO Utah Code Ann. §16-10a-821 (which permits certain actions of the directors of a Utah corporation to be taken by unanimous written consent without a meeting), the undersigned, who are all of the members (referred to herein as the "Directors") of the board of directors (the "Board") of ICON CONSULTING GROUP INC., a Utah corporation (the "Company"), hereby consent to, adopt and ratify the following actions by unanimous consent in lieu of a special meeting of the Board:

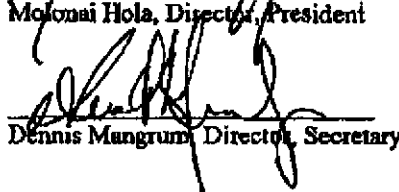
Section 1. Kevin Morgan stock option agreement. As an inducement to continue the employment of Kevin Morgan with the Corporation, Molonai Hola the primary shareholder of the Corporation has agreed to enter into a stock option agreement with the Corporation, and Kevin Morgan. The terms of the stock option agreement are set forth in the stock option agreement attached hereto. The agreement essentially provides for the issuance of 4% of the corporation stock from the shares owned by Molonai Hola, thereby reducing his ownership interest. Stock will be issued thereafter on an annual basis from Molonai Hola's stock. The stock shall bear the restriction legend as set forth in the agreement. Following the issuance of the stock the corporation stock shall be held as follows:

Molonai Hola	5,720,000	81.7%
Ken Thompson	500,000	7.14%
Kevin Morgan	280,000	4%
Dennis L. Mangrum	500,000	7.14%

DATED this the 1st of January 2003

DIRECTORS


 Molonai Hola, Director, President


 Dennis Mangrum, Director, Secretary

**Unanimous Action of the Directors of
ICON CONSULTING GROUP INC., a Utah Corporation
in lieu of Special Directors' Meeting
Effective June 1, 2002**

PURSUANT TO Utah Code Ann. §16-10a-821 (which permits certain actions of the directors of a Utah corporation to be taken by unanimous written consent without a meeting), the undersigned, who are all of the members (referred to herein as the "Directors") of the board of directors (the "Board") of ICON CONSULTING GROUP INC., a Utah corporation (the "Company"), hereby consent to, adopt and ratify the following actions by unanimous consent in lieu of a special meeting of the Board:

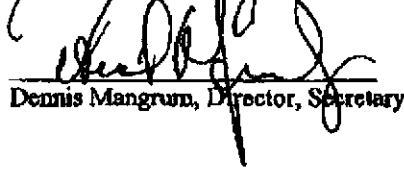
Section 1. Purchase of stock of Steve Gasser. The Corporation accepted the purchase of 500,000 shares of the Corporation stock from Steve Gasser by Molonai Hola for consideration given to Steve Gasser. Following the retirement of the stock the corporation stock shall be held as follows:

Molonai Hola	6,220,000	85.9%
Ken Thompson	500,000	6.9%
Dennis L. Mangrum	500,000	6.9%

DATED this the 1st of June 2002

DIRECTORS


Molonai Hola, Director, President


Dennis Mangrum, Director, Secretary

**Unanimous Action of the Directors of
ICON CONSULTING GROUP INC., a Utah Corporation
In lieu of Special Directors' Meeting
Effective December 1, 2000**

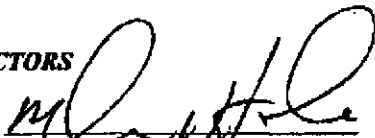
PURSUANT TO Utah Code Ann. §16-10a-821 (which permits certain actions of the directors of a Utah corporation to be taken by unanimous written consent without a meeting), the undersigned, who are all of the members (referred to herein as the "Directors") of the board of directors (the "Board") of ICON CONSULTING GROUP INC., a Utah corporation (the "Company"), hereby consent to, adopt and ratify the following actions by unanimous consent in lieu of a special meeting of the Board:

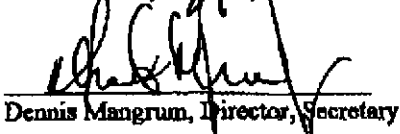
Section 1. Purchase of stock of Pat Lemon. The Corporation accepted the retirement of 350,000 shares of the Corporation as and for consideration given to Pat Lemon. The stock was returned to authorized but unissued. Following the retirement of the stock the corporation stock shall be held as follows:

Molonai Hola	5,720,000	79.9%
Ken Thompson	500,000	6.9%
Dennis L. Mangrum	500,000	6.9%
Steve Gasser	500,000	6.9%

DATED this the 1st of December 2000

DIRECTORS


Molonai Hola, Director, President


Dennis Mangrum, Director, Secretary

ARIZONA DEPARTMENT OF REVENUE
ATTN: Taxpayer Services
1600 West Monroe Street
Phoenix, AZ 85007

STATE OF ARIZONA

Department of Revenue



May 7, 2008

Janet Napolitano
Governor

Gale Garriott
Director

ICON CONSULTING GROUP INC
2913 GRANT AVE
OGDEN UT 84401

The registration of your business with the Arizona Department of Revenue is now complete.

Your Federal Identification Number (EIN) 87-0640865 is also the account number used for your Arizona employer withholding. Please reference your EIN in all correspondence or telephone calls with the department regarding your Withholding Tax.

As stated on the application, your business start date is April 21, 2008. Withholding returns are due Quarterly. You must file and remit payment by the last day of the month following the close of each period. However, if your withholding averages more than \$1,500 per quarter, you must submit payments on the same schedule as your federal withholding.

Please remember that you must file every return whether or not you have sales and/or tax to report. For more information on filing and payment options, including on-line payment and account inquiries, visit our website at www.aztaxes.gov.

If you have any questions, please call Taxpayer Services at (602) 255-2060 or (800) 843-7196 toll free from area codes 520 and 928. For information and licensing requirements for other state agencies go to <http://www.azdor.gov>.

Received
JUN 09 2008
AZ Dept. of Revenue

Need assistance filing your TPT and Withholding returns?

The Community Outreach and Education (CORE) unit of the Arizona Department of Revenue conducts classes for businesses at locations throughout the state. Topics include taxability issues, allowable deductions, calculation of tax, accounting credits and how to file TPT and Withholding forms correctly. A complete schedule of workshops, locations and times can be found on our website www.azdor.gov under Seminars and Educational Opportunities or call (602) 716-7810, or toll-free (877) 863-0655.

RCRRR822

08J0025823004

Visit us on the web at <http://www.azdor.gov>

RS 201730

I hereby certify that the foregoing has been filed
and approved as the original and true copy
in the files of this Division and hereby issue
this Certificate thereof.

Register Date 12-28-79



ARTICLES OF INCORPORATION

OF

ICON CONSULTING GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, natural persons of the age of twenty-one or more, for the purpose of organizing a corporation pursuant to the Utah Business Corporation for such corporation

ARTICLE I

NAME

The name of the corporation is ICON CONSULTING GROUP, INC.

ARTICLE II

EXISTENCE

The existence of the corporation shall be perpetual, unless otherwise dissolved according to law.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Corporation is organized are:

- (a) Business Consulting.
- (b) The Corporation may also engage in any other business not expressly prohibited by law, which will, in the opinion of the officers and directors, prove profitable or serve the best interests of the corporation.

To this end the corporation in its name, shall have power:

10-10-99P01:17 RCVD

9291000022

1. To make contracts necessary and proper to effect its purposes and conduct its authorized business.
2. To sue and be sued.
3. To have a seal, which it may alter at pleasure.
4. To disburse out of profits actually earned and on hand such dividends from time to time as the directors may deem prudent.
5. To make all such by-laws, rules and regulations, not inconsistent with the law or with other corporate rights and vested privileges, as may be necessary to carry into effect the purpose of the corporation; and such by-laws, rules and regulations may be made in a general meeting of the Board of Directors, which rules, regulations or by-laws shall become effective upon formal presentation by mailing to the stock holders on record.
6. To buy, receive, use, lease, mortgage, sell, or otherwise dispose of, all such real or personal property as may be necessary, useful or desirable for it to own, use or dispose of for its purposes.
7. To borrow money and give security for its repayment and do such other things as the Board of Directors shall from time to time authorize and direct.
8. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

ARTICLE IV

AUTHORIZED CAPITAL AND AGGREGATE SHARES

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) of common stock with par value of \$1.00.

The stock of this corporation is one class known as common stock, and with reference thereto, it is further agreed that:

- (a) Non Assessability: The fully paid stock of this Corporation shall be nonassessable.

(b) Cumulative Voting: Cumulative voting of shares shall not be permitted.

(c) Stock Dividends: Subject to limitations of applicable law, declared dividends may be paid wholly or in part in shares of the corporation out of any treasury shares of the corporation.

(d) Pre Emptive Rights: None of the shareholders of the corporation shall have the pre-emptive rights to acquire issued, unissued or treasury shares of the corporation.

ARTICLE V

REQUIREMENT BEFORE COMMENCING BUSINESS

The corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of shares.

ARTICLE VI

REGISTERED OFFICE, REGISTERED AGENT AND PLACE OF BUSINESS

The post office and street address of the Corporation's office is:

2120 South 1300 East, Suite 202
Salt Lake City, Utah 84106

and the name of the registered agent and registered office is:

Molanai Hola
2120 South 1300 East, Suite 202
Salt Lake City, Utah 84106


Molanai Hola

ARTICLE VII

BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed and its corporate powers shall be exercised by the Board of Directors, consisting of not less than one (1) nor more than nine (9) members whose qualifications, terms of office and duties shall be prescribed by the By-Laws of the corporation.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The names and address of the person who is to severally serve as director until the first annual meeting of shareholders or until his successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Molanai Hola	2120 South 1300 East, Suite 202 Salt Lake City, Utah 84106

Molanai Hola above listed is also the incorporator of this corporation.

ARTICLE IX

OFFICERS

The officers of this corporation shall consist of a president, one or more vice presidents, a secretary and a treasurer, each of whom shall be elected by the Board of Directors at such time, in such manner and for such term as may be prescribed by law and any By-Laws. The officers of this corporation are as follows:

Molanai Hola	President
John Clark	Secretary
Pat Lemmon	Treasurer

ARTICLE X

BY-LAWS

The Board of Directors may adopt, amend and repeal at will such By-Laws that are inconsistent with law, these Articles of Incorporation, corporate rights and vested privileges and the Utah Business Corporation Act.

ARTICLE XI

OFFICERS AND DIRECTORS INTEREST IN TRANSACTIONS

Unless otherwise prohibited by law, in the absence of fraud, no contract or other transaction between this corporation and any other corporation or any partnership or association shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in or is a director, member or officer of such other corporation or of such firm, association or partnership or is a party to or is pecuniarily or otherwise interested in such contract or other transaction or in any way connected with any person or persons, firm, association, partnership or corporation pecuniarily or otherwise interested therein; any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other corporation, firm association or partnership.

ARTICLE XII

INVALIDATION

Any Article, sub-paragraph or any part thereof of these Articles of Incorporation or amendments thereto that may be at any time declared and adjudged by any Court of competent jurisdiction to be in violation of any provision of law, shall not invalidate any of these Articles, amendments thereto, sub-paragraph thereof or part thereof, not so declared and adjudged to be invalid.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended from time to time in any and as many respects as may be prescribed and desired in accordance with the provisions of a Utah Business Corporation Act and laws amendatory thereto, by a majority vote of the Board of Directors and the vote or written assent of a majority of its voting capital stock entitled to vote, at any meeting of shareholders or directors called for that purpose or at the annual meeting of the shareholders when the notice thereof includes amending these Articles of Incorporation as part of the business of said annual meeting.

ARTICLE XIV

NON-LIABILITY OF SUBSCRIBER AND SHAREHOLDER

The private property of the shareholders and subscribers to shares shall not be liable or subject to the debts or obligations of the corporation or its creditors and such holder of or subscriber to shares of the corporation or its creditors.

ARTICLE XV

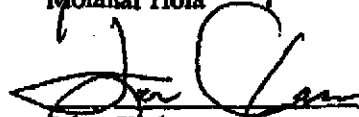
INDEMNITY OF OFFICERS AND DIRECTORS

The corporation shall indemnify any and all of its directors or officers or former officers or directors or any person who may have served at its request as a director or officer of another corporation in which it owns its own shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporations, except in relation to matters as to which any such director or officer or former officer or director or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any or all other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of subscribers or otherwise.

DATED this 13 day of October, 1999.



Molahal Hola



John Clark

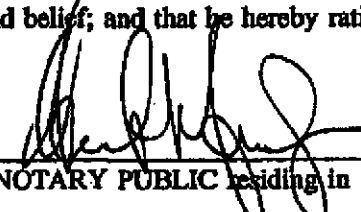


Pat Lemmon

Incorporators' Signature

STATE OF UTAH)
 : SS
County of Salt Lake)

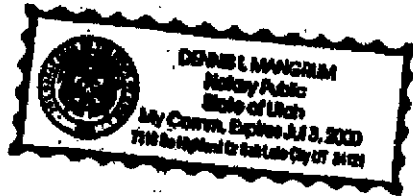
On this the 19 day of October, 1999, personally appeared before me Molanai Hala who did affirm that he is the incorporator of ICON CONSULTING GROUP, INC. and that he has read the above and foregoing Articles of Incorporation; that the Articles of Incorporation are true and correct to the best of his knowledge and belief; and that he hereby ratifies and accepts the same.



NOTARY PUBLIC residing in

My Commission Expires

stcorp/icona, inc.



RECEIVED

AUG 20 2008



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code
Articles of Amendment to Articles of Incorporation (Profit)

Utah Div. Of Corp. & Comm. Code

File Number: 1467165-0142

Non-Refundable Processing Fee: \$37.00

Pursuant to UCA §16-10a part 10, the individual named below causes this Amendment to the Articles of Incorporation to be delivered to the Utah Division of Corporations for filing, and states as follows:

- 1. The name of the corporation is: Icon Consulting Group, Inc.
- 2. The date the following amendment(s) was adopted: 8/20/2008
- 3. If changing the corporation name, the new name of the corporation is:

4. The text of each amendment adopted (include attachment if additional space needed):

* Article IV, Share Holders unanimously voted to increase One Thousand (1000) of common shares to Ten Million (10,000,000) of common shares with par value of \$1.00

5. If providing for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

6. Indicate the manner in which the amendment(s) was adopted (mark only one):

- No shares have been issued or directors elected – Adopted by Incorporator(s)
- No shares have been issued but directors have been elected – Adopted by the board of directors
- Shares have been issued but shareholder action was not required – Adopted by the board of directors
- The number of votes cast for the amendments(s) by each voting group entitled to vote separately on the amendment(s) was sufficient for approval by that voting group – Adopted by the shareholders

7. Delayed effective date (if not to be effective upon filing) _____ (not to exceed 90 days)

Under penalties of perjury, I declare that this Amendment of Articles of Incorporation has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

By: Melvin T. Hula Title: CEO

Dated this 20 day of AUGUST, 2008

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

MP

Date: 08/20/2008
Receipt Number: 2575458
Amount Paid: \$37.00

08-20-08P03:46 RCVD

1. To make contracts necessary and proper to effect its purposes and conduct its authorized business.
2. To sue and be sued.
3. To have a seal, which it may alter at pleasure.
4. To disburse out of profits actually earned and on hand such dividends from time to time as the directors may deem prudent.
5. To make all such by-laws, rules and regulations, not inconsistent with the law or with other corporate rights and vested privileges, as may be necessary to carry into effect the purpose of the corporation; and such by-laws, rules and regulations may be made in a general meeting of the Board of Directors, which rules, regulations or by-laws shall become effective upon formal presentation by mailing to the stock holders on record.
6. To buy, receive, use, lease, mortgage, sell, or otherwise dispose of, all such real or personal property as may be necessary, useful or desirable for it to own, use or dispose of for its purposes.
7. To borrow money and give security for its repayment and do such other things as the Board of Directors shall from time to time authorize and direct.
8. The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers.

ARTICLE IV

AUTHORIZED CAPITAL AND AGGREGATE SHARES

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) of common stock with par value of \$1.00.

The stock of this corporation is one class known as common stock, and with reference thereto, it is further agreed that:

- (a) Non Assessability: The fully paid stock of this Corporation shall be nonassessable.

DO NOT PUBLISH
THIS SECTION

5.b. Indicate to
which address the
Annual Report
should be mailed.

6. If the purpose of
your corporation has
any limitations
please indicate.
If not, state no
limitations or leave
blank.

8. The total number
of authorized shares
cannot be zero or
AN/A. Include
authorized, not
issued shares in this
section.

CF:0024
Rev. 10/2006

5.a. The street address of the known place of business of the foreign corporation in Arizona
IF DIFFERENT from the street address of the statutory agent is:

2555 E UNIVERSITY DR
SUITE "A"
PHOENIX AZ 85034

5.b. The Annual Report and general correspondence should be mailed to the address
specified above in section 4 or 5a _____

6. The purpose of the corporation is to engage in any and all lawful business in which
corporations may engage in the state, province or country under whose law the foreign
corporation is incorporated, with the following limitations if any:

7. The names and business addresses of the current directors and officers of the foreign
corporation are: (Attach additional sheets if necessary.)

Name: MOLGVAI HOLA CEO [title]

Address: 2766 ST MARY'S WAY
City, State, Zip SALT LAKE CITY UTAH 84167

Name: KENY MORGAN MEMBER [title]

Address: 2215 E COUNTRY PARKS
City, State, Zip LAYTON UTAH 84046

Name: STEVEN WYCKE VICE PRESIDENT [title]

Address: 2103 N 1250 WEST
City, State, Zip LAYTON UTAH 84041

8. The foreign corporation is authorized to issue 10,000,000 shares, itemized as follows:
(Attach additional sheets if necessary.)

10,000,000 shares of COMMON [class or series] stock at
_____ no par value or par value of \$ 1.00 per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

_____ shares of _____ [class or series] stock at
_____ no par value or par value of \$ _____ per share.

Arizona Corporation Commission
Corporations Division

DO NOT PUBLISH
THIS SECTION

8. The total number
of issued shares
cannot be AN/Aa.

The Application
must be
accompanied by
the following:
QA Certificate of
Disclosure,
executed within
30 days of delivery
to the Commission,
by a duly
authorized officer

QA certified copy
of your articles of
incorporation, all
amendments and
mergers (AZ
Const. Art. XIV,
'8) and a
certificate of
existence or
document of
similar import duly
authenticated
(within 60 days) by
the official having
custody of
corporate records
in the state,
province or country
under whose laws
the corporation is
incorporated.

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

9. The foreign corporation has issued 6,000,000 shares, itemized as follows:

500,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
DENNIS MANGRUM

5,220,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
MOLONAI HOLD

280,000 shares of COMMON [class or series] stock at
no par value or par value of \$ 1.00 per share.
KEVIN MORGAN

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

PRIME CONTRACTOR

Dated this 21 day of APRIL 08

Executed by [Signature]
Duly Authorized Officer or Director

KEVIN MORGAN President
[print name] [title]

PHONE 801-497-9022 FAX 801-497-9031
[optional] [optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 21 day of APRIL 08

[Signature]
Signature

Lacey Morgan
[Print Name]

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



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

04/22/2008
1467165-014204222008-2284209

CERTIFICATE OF EXISTENCE

Registration Number: 1467165-0142
Business Name: ICON CONSULTING GROUP, INC.
Registered Date: October 18, 1999
Entity Type: Corporation - Domestic - Profit
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division; and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code