


Client Code: APCO.044GEN

**RECORDATION FORM COVER SHEET
PATENTS ONLY**

To the Director, U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party: AMPAC INC. Additional name(s) of conveying party(ies) attached? () Yes (X) No	2. Name and address of receiving party: Name: AMERICAN PACIFIC CORPORATION Internal Address: Street Address: 3770 Howard Hughes Parkway, Suite 300 City: Las Vegas State: NV ZIP: 89109 Additional name(s) of receiving party(ies) attached? () Yes (X) No
3. Nature of conveyance: () Assignment () Security Agreement (X) Merger () Change of Name () Other: Execution Date: September 15, 1998	4. US or PCT Application number(s) or US Patent number(s): (X) Patent No.: 5,698,630 Issue Date: 12-16-1997 Patent No.: 5,862,867 Issue Date: 01-26-1999 Patent No.: 6,182,768 Issue Date: 02-06-2001 Patent No.: 6,267,788 Issue Date: 07-31-2001 Patent No.: 5,616,234 Issue Date: 04-01-1997 Patent No.: 5,688,385 Issue Date: 11-18-1997 Additional numbers attached? (X) No
5. Party to whom correspondence concerning document should be mailed: Customer No. 20,995 Address: Knobbe, Martens, Olson & Bear, LLP 2040 Main Street, 14 th Floor Irvine, CA 92614 Return Fax: (949) 760-9502 Attorney's Docket No.: APCO.044GEN	6. Total number of applications and patents involved: 6
7. Total fee (37 CFR 1.21(h)): \$240 (X) Authorized to be charged to deposit account	
8. Deposit account number: 11-1410 Please charge this account for any additional fees which may be required, or credit any overpayment to this account.	
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct, and any attached copy is a true copy of the original document. <div style="display: flex; justify-content: space-between; align-items: flex-end;"> <div style="text-align: center;"> <u>Karoline A. Delaney</u> Name of Person Signing Registration No 44,058 </div> <div style="text-align: center;">  Signature. </div> <div style="text-align: center;"> <u>Jan 27, 2006</u> Date </div> </div> <p style="text-align: center;">Total number of pages including cover sheet, attachments and document: 20</p>	

Documents transmitted via Facsimile to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
 Director, U.S. Patent and Trademark Office
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 Alexandria, VA 22313-1450
Facsimile Number: (571) 273-0140

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700239995

PATENT
REEL: 017215 FRAME: 0313

CH \$240.00 111410 5698630

AFTER FILING RETURN TO:

C. Keith Rooker, Esq.
ROOKER & GIBSON
Suite 105, 701 N. Green Valley Parkway
Henderson, Nevada 89014
Telephone: (702) 990-8100

FILED
IN THE OFFICE OF THE
CLERK OF THE STATE OF NEVADA

ARTICLES OF MERGER

OF

AUG 05 1999

AMPAC, INC., a Nevada corporation

INTO

C11117-98

Dean Heller
DEAN HELLER, SECRETARY OF STATE

AMERICAN PACIFIC CORPORATION, a Nevada corporation

Pursuant to the provisions of Section 78-458 of the Nevada Revised Statutes, the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging AMPAC, INC., a Nevada corporation (sometimes herein referred to as the "Disappearing Corporation"), with and into AMERICAN PACIFIC CORPORATION, a Nevada corporation (sometimes herein referred to as the "Surviving Corporation");

FIRST: A Plan of Merger and Merger Agreement (the "Merger Agreement"), dated September 15, 1998, entered into by and between the Surviving Corporation and the Disappearing Corporation has been adopted by the Boards of Directors of the Surviving and Disappearing Corporations.

SECOND: By resolutions duly adopted by the sole stockholder of the Surviving Corporation and sole stockholder of the Disappearing Corporation pursuant to Section 78.320 of the Nevada Revised Statutes, both dated September 15, 1997, the Merger Agreement was approved by the unanimous consent of the stockholders of the Surviving and Disappearing Corporations.

THIRD: There shall be no amendments to the Articles of Incorporation of the Surviving Corporation.

FOURTH: The complete executed Merger Agreement is on file at the registered office of the Surviving Corporation, the address of which is as follows:


3770 Howard Hughes Parkway, Suite 300
Las Vegas, Nevada 89109


FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of the Surviving Corporation or the Disappearing Corporation.

EXECUTED this 15th day of September, 1998.

"Surviving Corporation"

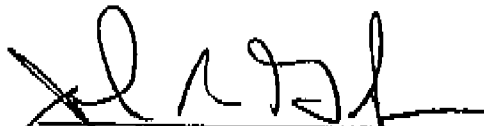
AMERICAN PACIFIC CORPORATION,
a Nevada corporation

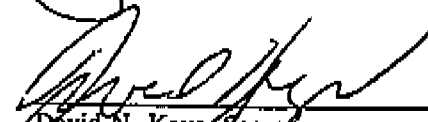

John R. Gibson, President


David N. Keys, Secretary

"Disappearing Corporation"

AMPAC, INC.,
a Nevada corporation

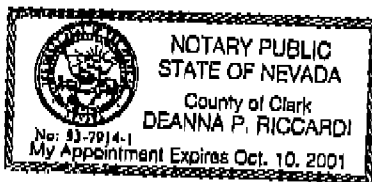

John R. Gibson, President


David N. Keys, Secretary

**ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS
OF THE SURVIVING CORPORATION**

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

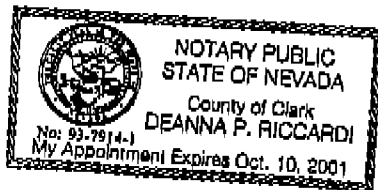
On the 15th day of September, 1998, personally appeared before me, a notary public, John R. Gibson, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Deanna P. Riccardi
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 15th day of September, 1998, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

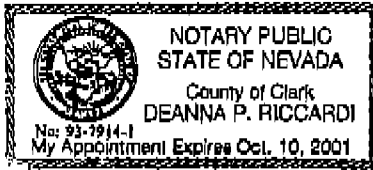


Deanna P. Riccardi
Notary Public

**ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS
OF THE DISAPPEARING CORPORATION**

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

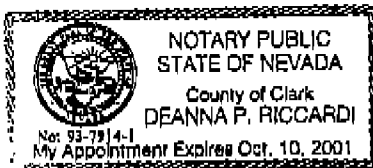
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Deanna P. Riccardi
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

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Deanna P. Riccardi
Notary Public

PLAN OF MERGER AND MERGER AGREEMENT

This Plan of Merger and Merger Agreement (the "Merger Agreement") is made this 15th day of September, 1998, between AMERICAN PACIFIC CORPORATION, a Nevada corporation (the "Surviving Corporation"), and AMPAC, INC., a Nevada corporation (the "Disappearing Corporation"; the Surviving Corporation and the Disappearing Corporation being referred to hereinafter collectively as the "Constituent Corporations").

RECITALS:

1. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Nevada. The registered office of the Surviving Corporation is located at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada. The Surviving Corporation was incorporated on May 12, 1998.

2. The Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Nevada. The registered office of the Disappearing Corporation is located at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada. The Disappearing Corporation was incorporated on May 20, 1983, and was originally named "AMPAC DEVELOPMENT COMPANY". The name of the Disappearing Corporation was changed to AMPAC, INC., by Amended and Restated Articles of Incorporation filed dated September 10, 1997 and filed in the Office of the Secretary of State of Nevada on October 1, 1997.

3. The Board of Directors of the Surviving Corporation and the Board of Directors of the Disappearing Corporation, respectively, deem it desirable and in the best interests of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation (the "Merger").

In consideration of the mutual covenants and promises of the parties to this Merger Agreement, and pursuant to the laws governing mergers of corporations as set forth in the Revised Statutes of the State of Nevada (the "Nevada Statutes"), the Constituent Corporations agree that the Disappearing Corporation shall be merged into the Surviving Corporation as a single corporation upon the following terms and conditions.

ARTICLE I

TERMS OF MERGER

At the Effective Time (as defined in Article II below):

1. The Disappearing Corporation shall be merged into the Surviving Corporation.
2. The separate existence of the Disappearing Corporation shall cease.

3. The Surviving Corporation shall continue its corporate existence, continue to be governed by the laws of the State of Nevada, continue to be named AMERICAN PACIFIC CORPORATION, and continue to maintain its registered office at 3770 Howard Hughes Parkway, Suite 300, Las Vegas, Nevada.

4. The Surviving Corporation shall succeed, without other transfer, to all the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each Constituent Corporation; to all the rights, privileges, powers and franchises of each Constituent Corporation; and to all property, real, personal and mixed, of each Constituent Corporation.

5. All property, rights, privileges, powers and franchises, and every other interest of a public as well as a private nature, shall be as effectively the property of the Surviving Corporation as they were of each Constituent Corporation. The title to any real or personal property, whether by deed or otherwise, vested in either Constituent Corporation does not revert nor is it in any way impaired by reason of the Merger.

6. All debts, liabilities and duties of the respective Constituent Corporations shall attach to the Surviving Corporation and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.

7. Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription, or conveyance, which is made to either Constituent Corporation and which takes effect or remains payable after the Merger, shall inure to the Surviving Corporation.

ARTICLE II

MODE OF CARRYING MERGER INTO EFFECT

1. Upon adoption of this Merger Agreement by the Board of Directors of the Surviving Corporation and by the Board of Directors of the Disappearing Corporation, this Merger Agreement shall be submitted for approval by the sole stockholder of the Disappearing Corporation. Pursuant to Section 78-454 of the Nevada Statutes, approval by the stockholder of the Surviving Corporation is not required. Upon approval by the sole stockholder of the Disappearing Corporation in accordance with the requirements of the Nevada Statutes, all documents shall be executed, acknowledged, filed and recorded and all required acts shall be done in order to accomplish the Merger under the provisions of the Nevada Statutes.

2. The effective time of the Merger (the "Effective Time") shall occur when:

(a) this Merger Agreement has been authorized, adopted, approved, signed and acknowledged by each Constituent Corporation in accordance with the laws of the State of Nevada; and

(b) Articles of Merger referencing this Merger Agreement have been filed in the office of the Secretary of State of the State of Nevada in accordance with the laws thereof.

ARTICLE III

CONDITIONS OF MERGER

The Boards of Directors of either or both of the Constituent Corporations may, in their discretion, terminate this Merger Agreement and abandon the Merger, subject to the right of third parties under any contracts relating to the Merger, without further action or approval by the stockholders of the Constituent Corporations, at any time prior to the Effective Time. In the event of the termination of this Merger Agreement, this Merger Agreement shall forthwith become void and there shall be no liability on the part of either of the Constituent Corporations or their respective officers or directors.

ARTICLE IV

MANNER OF CONVERTING SHARES

At the Effective Time, the treatment in the Merger of the shares of the capital stock of the Constituent Corporations shall be as follows:

1. Each share of the capital stock of the Surviving Corporation that is issued and outstanding immediately prior to the Effective Time shall continue to be one fully paid and nonassessable share of common stock, without par value, of the Surviving Corporation;
2. Each share of the capital stock of the Disappearing Corporation that is issued and outstanding immediately prior to the Effective Time shall be canceled; and
3. Any shares of the capital stock of the Disappearing Corporation held as treasury stock of the Disappearing Corporation shall be retired and shall cease to exist.

ARTICLE V

ARTICLES OF INCORPORATION, BYLAWS, AND DIRECTORS
AND OFFICERS OF THE SURVIVING CORPORATION

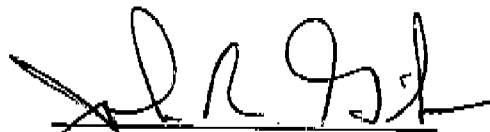
1. The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation unless and until amended as provided by law and such Articles of Incorporation.
2. The Bylaws of the Surviving Corporation in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation unless and until amended or repealed as provided by applicable law, the Articles of Incorporation of the Surviving Corporation and such Bylaws.

3. The officers and directors of the Surviving Corporation immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their successors shall have been duly elected and qualified or until otherwise provided by law.

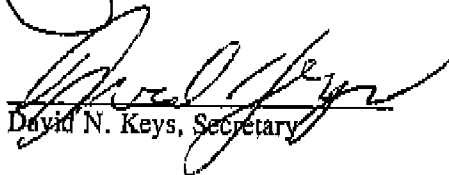
IN WITNESS WHEREOF, the parties have executed this Merger Agreement this 15th day of September, 1998.

"Surviving Corporation"

AMERICAN PACIFIC CORPORATION,
a Nevada corporation



John R. Gibson, President



David N. Keys, Secretary

"Disappearing Corporation"

AMPAC, INC.,
a Nevada corporation



John R. Gibson, President

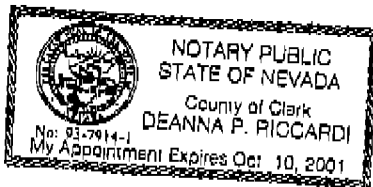


David N. Keys, Secretary

**ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS
OF THE SURVIVING CORPORATION**

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

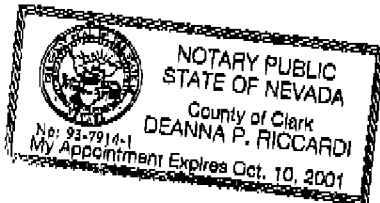
On the 15th day of September, 1998, personally appeared before me, a notary public, John R. Gibson, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Deanna P. Riccardi
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 15th day of September, 1998, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.

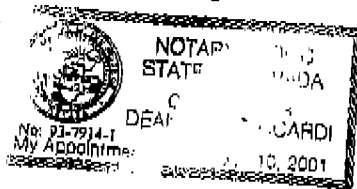


Deanna P. Riccardi
Notary Public

ACKNOWLEDGMENT OF SIGNATURES OF OFFICERS OF THE DISAPPEARING CORPORATION

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

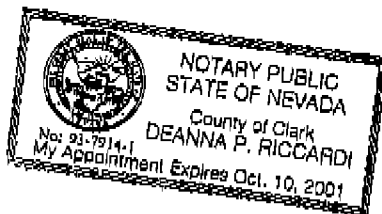
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Deanna P. Riccardi
Notary Public

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 15th day of September, 1998, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.



Deanna P. Riccardi
Notary Public

**CERTIFICATE OF SECRETARY
OF
AMERICAN PACIFIC CORPORATION,
AND
AMPAC, INC.**

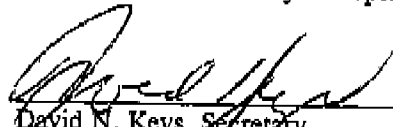
I, David N. Keys, do hereby certify as follows:

1. I am the duly elected and qualified Secretary of both AMERICAN PACIFIC CORPORATION, a Nevada corporation (the "Surviving Corporation"), and AMPAC, INC., a Nevada corporation (the "Disappearing Corporation").

2. The Plan of Merger and Merger Agreement, dated as of the 15th day of September, 1998, between the Surviving Corporation and the Disappearing Corporation (the "Merger Agreement"), to which this Certificate is attached, was submitted to the sole holder of the shares of the capital stock of both the Surviving Corporation and the Disappearing Corporation.

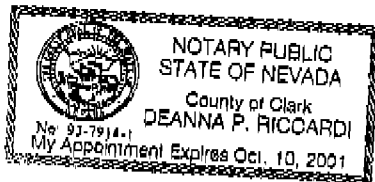
3. The Merger Agreement was approved and adopted on September 15, 1998 pursuant to the unanimous resolution of the Board of Directors of the sole stockholder of both the Surviving Corporation and the Disappearing Corporation, representing with respect to each corporation all of the shares of each class entitled to vote thereon as a class and representing the total shares entitled to be voted.


In witness whereof, I have executed this Certificate this 15th day of September, 1998.


David N. Keys, Secretary

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 15th day of September, 1998, personally appeared before me, a notary public, David N. Keys, personally known (or proved) to me to be the person whose name is subscribed to the above instrument who acknowledged that he executed the instrument.




Notary Public

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

OCT 01 1997
No. C3277-83
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**OF
AMPAC, INC.**

The following Amended and Restated Articles of Incorporation of Ampac, Inc. were adopted and approved by the stockholder of the corporation at a meeting held on the 9th day of September, 1997.

ARTICLE I

The name of the corporation is AMPAC, INC.

ARTICLE II

The address of this corporation's initial registered office in the State of Nevada and the name of its initial registered agent at such address is James B. Gibson, Esq., 3770 Howard Hughes Parkway, Suite 360, Las Vegas, Nevada 89109-0935.

ARTICLE III

The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Nevada.

ARTICLE IV

The corporation shall be authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of all classes of stock that the Corporation shall have the authority to issue shall be twenty-three million (23,000,000); the total number of shares of Common Stock shall be twenty million (20,000,000) and the par value of each share of Common Stock shall be \$.10; and the total number of shares of Preferred Stock shall be three million (3,000,000) and the par value of each share of Preferred Stock shall be one dollar (\$1.00).

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, including, without limitation, the voting powers, if any, the dividend rate, conversion rights, redemption price, or liquidation preference, if any, of any series of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

ARTICLE V

By-Laws of the Corporation may be amended, altered or repealed, and new By-Laws may be adopted, so long as not inconsistent with the provisions of this Certificate of Incorporation, (i) by the affirmative vote of the holders of a majority of the stock entitled to vote at any annual or special stockholders' meeting, provided notice of such proposed adoption, alteration or repeal is included in the notice of any such special meeting or (ii) by an affirmative vote of a majority of the directors present at any annual, regular or special meeting of the Board of Directors at which a quorum is present, but such right of the directors shall not divest or limit the right of the stockholders to adopt, alter or repeal By-Laws as specified above.

ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The initial number of directors of the Corporation shall be five, and the time for which such directors shall severally hold office shall be as provided herein and in the By-Laws. The number of directors which shall thereafter constitute the whole Board of Directors shall be determined from time to time by resolution adopted by affirmative vote of a majority of the whole Board of Directors but shall not be less than three nor more than twelve. The Board of Directors shall be classified with respect to the time for which the directors shall severally hold office by dividing them into three classes, such classes to be as nearly equal in number as possible. If the number of directors set by such resolution is a number which is not evenly divisible by three, the Board of Directors shall by resolution determine the number of directors in each class which shall be, as nearly as possible, the same number for each class, provided that no decrease in the number of directors shall shorten the term of any incumbent director. At each annual meeting of stockholders beginning with the annual meeting to be held in 1998, directors shall be chosen for a term of three (3) years to succeed those whose terms then expire and shall hold office until the third following annual meeting of stockholders and until the election of their respective successors. Election of directors at an annual meeting of stockholders shall, subject to the provisions and powers of any Preferred Stock hereinafter issued, be by the affirmative vote of the holders of not less than 80% of the shares of Common Stock present in person or by proxy (i.e., 80% of the total votes cast in the election of directors). In the event no class of nominees which is running for election at an annual meeting receives the requisite amount of votes to be elected at such meeting, the incumbent directors of such class shall remain in office until the next annual meeting. At that time, two (2) classes of nominees will stand for election, and so on, providing that the holdover nominees shall run only for the remainder of their term. Any vacancy on the Board of Directors, whether arising through death, resignation or removal of a director and any newly created directorships in any class, shall be filled by a majority vote of all the remaining directors although less than a quorum. The term of office of any director elected to fill such a vacancy shall expire at the expiration of the term of office of directors of the class in which the vacancy occurred. Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

ARTICLE VII

Notwithstanding any provision of the By-Laws of the Corporation and notwithstanding the fact that some lesser percentage may be specified by law, special meetings of the stockholders shall not be called except (1) pursuant to a resolution adopted by the Board of Directors or (2) by the Chairman of the Board, the Vice Chairman or the President acting on the written application of the stockholders owning 80% or more of each class of stock of the Corporation entitled to vote on matters to be submitted to stockholders of the Corporation (considering all outstanding series of preferred stock so entitled to vote collectively as one class). Any written application by such stockholders shall state a proper purpose for the meeting and shall be delivered to the Chairman of the Board, the Vice Chairman or the President. Written notice of any such meeting shall be given as provided in the By-Laws of the Corporation.

ARTICLE VIII

Notwithstanding any other provisions of the By-Laws of the Corporation and notwithstanding the fact that some lesser percentage may be specified by law, any director or the entire Board of Directors of the Corporation may be removed at any time, but only for cause and only by the affirmative vote of the holders of 80% or more of each class of stock of the Corporation entitled to vote in elections of directors present and voting (considering all outstanding series of preferred stock so entitled to vote collectively as one class) (i.e. 80% of the total votes cast at a meeting of the stockholders called for that purpose).

ARTICLE IX

To the fullest extent permitted by applicable law, this corporation may indemnify any Director, officer, employee or agent or former Director, officer, employee or agent of the corporation, or any person who may have served at its request as a Director, officer, employee or agent of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of any action, suit or proceeding, civil or criminal, to which he is made a party by reason of being or having been such Director, officer, employee or agent, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of this corporation; and to make any other indemnification that shall be authorized by any bylaw or resolution adopted by the Board of Directors.

ARTICLE X

Notwithstanding any other provisions of the By-Laws of the Corporation and notwithstanding the fact that some lesser percentage may be specified by law or agreement, the affirmative vote of the holders of 80% or more of each class of stock of the Corporation which is entitled to vote in elections of directors present and voting (considering all outstanding series of Preferred Stock so entitled to vote, collectively as one class) (i.e. 80% of the total votes cast)

shall be required for any corporate action that would, directly or indirectly, amend, alter, change or adversely affect any provision of Article IV, in so far as it relates to the authorization and issuance of Preferred Stock, Article V, Article VI, Article VII, Article VIII, or this Article X in each case, of these Articles of Incorporation; provided however, that the vote required by this Article Tenth shall not be applicable to any amendment or transaction if such amendment or transaction is approved by resolution adopted prior to the consummation of such amendment or transaction by the affirmative vote of two-thirds or more of the whole Board of Directors of the Corporation (the "whole Board" being the number of directors which the Corporation would have if there were no vacancies, as established by Board resolution), in which event the required vote of the stockholders of the Corporation to effect such amendment or transaction shall be the affirmative vote of a majority of the share of each class of stock entitled to vote in elections of directors (considering all outstanding series of Preferred Stock so entitled to vote, collectively as one class).

ARTICLE XI

The personal liability of a Director to this corporation or its shareholders for monetary damages for breach of fiduciary duty is limited to the fullest extent permitted by the applicable provisions of the General Corporation Law of the State of Nevada, as the same may be amended and supplemented from time to time.

ARTICLE XII

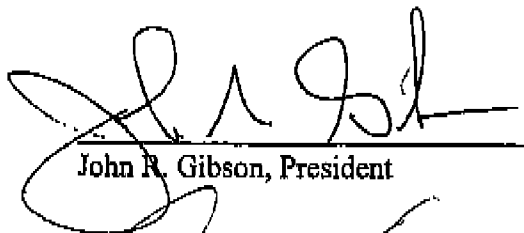
The corporation is to have perpetual existence.

ARTICLE XIII

The present Board of Directors of the corporation consists of the following:

Fred D. Gibson, Jr.
John R. Gibson
David N. Keys

DATED this 10th day of September, 1997.


John R. Gibson, President
David N. Keys, Secretary

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 10th day of September, 1997, personally appeared before me, a notary public, John R. Gibson and David N. Keys, personally known (or proved) to me to be the persons whose names are subscribed to the above instrument, who acknowledged that they executed the instrument.

Susan K. Forti
NOTARY PUBLIC



FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

MAY 12 1998

No. C 11117-98
Dean Heller
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

AMERICAN PACIFIC CORPORATION

THE UNDERSIGNED natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the General Corporation Law of the State of Nevada, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is AMERICAN PACIFIC CORPORATION.

ARTICLE II

The address of this corporation's initial registered office in the State of Nevada and the name of its initial registered agent at such address is C. Keith Rooker, Esq., 701 North Green Valley Parkway, Suite 105, Henderson, Nevada 89014.

ARTICLE III

The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Nevada.

ARTICLE IV

The corporation shall be authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of all classes of stock that the Corporation shall have the authority to issue shall be twenty-three million (23,000,000); the total number of shares of Common Stock shall be twenty million (20,000,000) and the par value of each share of Common Stock shall be \$.10; and the total number of shares of Preferred Stock shall be three million (3,000,000) and the par value of each share of Preferred Stock shall be one dollar (\$1.00).

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, including, without limitation, the voting powers, if any, the dividend rate, conversion rights, redemption price, or liquidation preference, if any, of any series of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding).

of Preferred Stock so entitled to vote, collectively as one class) (i.e. 80% of the total votes cast) shall be required for any corporate action that would, directly or indirectly, amend, alter, change or adversely affect any provision of Article IV, in so far as it relates to the authorization and issuance of Preferred Stock, Article V, Article VI, Article VII, Article VIII, or this Article X in each case, of these Articles of Incorporation; provided however, that the vote required by this Article Tenth shall not be applicable to any amendment or transaction if such amendment or transaction is approved by resolution adopted prior to the consummation of such amendment or transaction by the affirmative vote of two-thirds or more of the whole Board of Directors of the Corporation (the "whole Board" being the number of directors which the Corporation would have if there were no vacancies, as established by Board resolution), in which event the required vote of the stockholders of the Corporation to effect such amendment or transaction shall be the affirmative vote of a majority of the share of each class of stock entitled to vote in elections of directors (considering all outstanding series of Preferred Stock so entitled to vote, collectively as one class).

ARTICLE XI

The personal liability of a Director to this corporation or its shareholders for monetary damages for breach of fiduciary duty is limited to the fullest extent permitted by the applicable provisions of the General Corporation Law of the State of Nevada, as the same may be amended and supplemented from time to time.

ARTICLE XII

The corporation is to have perpetual existence.

ARTICLE XIII

The present Board of Directors of the corporation consists of the following:

Fred D. Gibson, Jr.
3770 Howard Hughes Pkwy., #300
Las Vegas, NV 89109

John R. Gibson
3770 Howard Hughes Pkwy., #300
Las Vegas, NV 89109

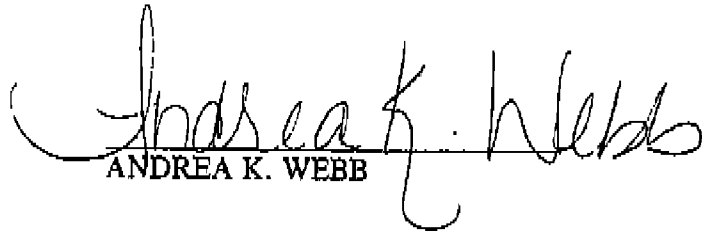
David N. Keys
3770 Howard Hughes Pkwy., #300
Las Vegas, NV 89109

ARTICLE XIV

The name and address of the incorporator signing these articles of incorporation are as follows:

ANDREA K. WEBB
701 N. Green Valley Parkway, Suite 105
Henderson, NV 89014

DATED this 8th day of May, 1998.


ANDREA K. WEBB

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On the 8th day of May, 1998, personally appeared before me, a notary public, ANDREA K. WEBB, personally known (or proved) to me to be the person whose name is subscribed to the above instrument, who acknowledged that she executed the instrument.


NOTARY PUBLIC

