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FILED *ds*
In the office of the Secretary of State
of the State of California

NOV 21 2003

Kevin Shelley
KEVIN SHELLEY, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
OUTLAND, INC.

ONE: The name of this corporation is OUTLAND, INC.

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

THREE: The name and address in this state of the corporation's initial agent for service of process is:

Jeanne L. Watkins, EA
118 North Mason Street
Arroyo Grande, CA 93420

FOUR: This corporation is authorized to issue only one class of shares of stock which shall be designated common stock. The total number of shares it is authorized to issue is 1000.

FIVE: The names and addresses of the persons who are appointed to act as the initial directors of this corporation are:

Name	Address
1. Joann Outland	1163 Outland Ct., Arroyo Grande, CA 93420
2. James Outland, Sr.	1163 Outland Ct., Arroyo Grande, CA 93420
3. James Outland, Jr.	1163 Outland Ct., Arroyo Grande, CA 93420
4. Jeanne L. Watkins	118 N. Mason St., Arroyo Grande, CA 93420

SIX: This corporation is a close corporation. All of the corporation's issued shares of all classes shall be held of record by not more than seven (7) persons.

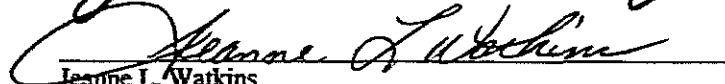
IN WITNESS WHEREOF, the undersigned, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

DATED: November 7, 2003


Joann Outland


James Outland, Sr.


James Outland, Jr.


Jeanne L. Watkins

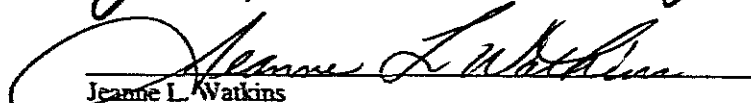
The undersigned, being all the persons named above as the initial directors, declare that they are the persons who executed the foregoing Articles of Incorporation, which execution is their act and deed.

DATED: November 7, 2003.


Joann Outland


James Outland, Sr.


James Outland, Jr.


Jeanne L. Watkins