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FILED

OCT 28 1999
OREGON
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

E2E CORPORATION

Business Corporation

The undersigned person over the age of 18 hereby submits the following Articles of Incorporation for a business corporation:

ARTICLE I

The name of the Corporation is E2E CORPORATION.

ARTICLE II

The Corporation is authorized to issue 25,000,000 shares of common stock.

ARTICLE III

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act, as amended from time to time (the "Act"). No amendment of the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of the amendment.

ARTICLE IV

The Corporation shall indemnify to the fullest extent not prohibited by law any current or former director of the Corporation who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall pay for or reimburse the reasonable expenses incurred by any such current or former director in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing

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(i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. No amendment to this Article that limits the Corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Article shall not be deemed exclusive of any other provisions for indemnification of advancement of expenses of directors, officers, employees, agents and fiduciaries that may be included in any statute, bylaw, agreement, general or specific action of the Board of Directors, vote of shareholders or other document or arrangement.

ARTICLE IV

The name of the initial registered agent is Charles R. Markley, 1515 SW Fifth Avenue, Suite 600, Portland, Oregon 97201.

ARTICLE V

The address where the Corporation Division may mail notices is Charles R. Markley, 1515 SW Fifth Avenue, Suite 600, Portland, Oregon 97201.

ARTICLE VI

The name and address of the incorporator is Charles R. Markley, 1515 SW Fifth Avenue, Suite 600, Portland, Oregon 97201.

Charles R. Markley

CHARLES R. MARKLEY

THE PERSON TO CONTACT ABOUT THIS FILING:

Charles R. Markley (503) 295-2668

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