

**ARTICLES OF INCORPORATION
OF
SWARM DEVELOPMENT GROUP, INC.
A New Mexico Not for Profit Corporation**

The undersigned, acting as an Incorporator of a corporation under the New Mexico Nonprofit Corporation Act, adopts the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation will be Swarm Development Group, Inc.

ARTICLE II

The period of duration of the corporation will be perpetual.

ARTICLE III

The corporation is organized and will be operated exclusively for charitable or educational purposes and will not carry on any activity not permitted to be carried on by, or which would jeopardize the tax exempt status of, an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as the Code and Regulations now or later exist (the "Code and Regulations"), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations. No substantial part of the activities of the corporation will be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in (including the publication or

distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE IV

The corporation may exercise only those powers that are in furtherance of the tax exempt purposes and activities of the corporation, and that may be exercised by an organization exempt under Section 501(c)(3) of the Code and Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations.

ARTICLE V

The corporation does not afford pecuniary gain, incidentally or otherwise, to the members of the corporation. No dividend will be paid and no part of the income, profit, or net earnings of the corporation will inure to the benefit of, or be distributable to, the members, directors, or officers of the corporation, or other private persons, except that the corporation may pay reasonable compensation in a reasonable amount for services rendered, and may make distributions in furtherance of the corporate purposes of the corporation either directly, or by contributing to organizations then exempt under Section 501(c)(3) of the Code and Regulations. Upon dissolution or final liquidation, the corporate assets will be distributed first in payment of all liabilities of the corporation and then exclusively for the purposes of the corporation or to charitable, scientific or educational organizations then exempt under Section 501(c)(3) of the Code and Regulations, all as permitted by the New Mexico Non Profit Corporation Act.

ARTICLE VI

The initial registered office address of the corporation will be 114 W. Lupita Road, Santa Fe, New Mexico 87505, and the initial registered agent at that address will be Irene Lee.

ARTICLE VII

The names and addresses of the five Directors who will constitute the initial board of directors of the corporation are:

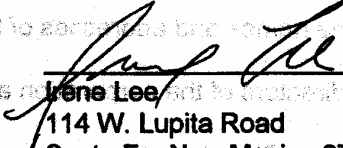
1. Chris Langton
Cty Rd. 117S, #25A
Pojoaque, New Mexico 87501
2. Glen Ropella
1145 Calle Amanda, Apt. #3
Santa Fe, New Mexico 87505
3. Marcus Daniels
5c La Cumbre Lane
Santa Fe, New Mexico 87505
4. Alex Lancaster
234 Irvine Street
Santa Fe, New Mexico 87501
5. Irene Lee
114 W. Lupita Road
Santa Fe, New Mexico 87505

ARTICLE VII

The name and address of the incorporator is:

Irene Lee
114 W. Lupita Road
Santa Fe, New Mexico 87505

Dated: Sept. 2nd, 1999



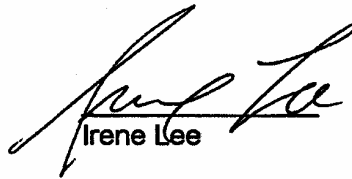
Irene Lee
114 W. Lupita Road
Santa Fe, New Mexico 87505

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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

The undersigned, being duly sworn, accepts appointment as Registered Agent pursuant to the Nonprofit Corporation Act for Swarm Development Group, Inc., a New Mexico nonprofit corporation.


Irene Lee

STATE OF NEW MEXICO)
) ss.
COUNTY OF SANTA FE)

Signed and sworn to before me on September 2, 1999 by Irene Lee.


Notary Public

My commission expires:

2-29-2001