

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

JAN 13 2000

223-74
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**FIRST RESTATED ARTICLES OF INCORPORATION
OF R&R PARTNERS, INC.**

Pursuant to Nevada Revised Statutes § 78.403, the undersigned being the duly approved Vice President and the Secretary of R&R Partners, Inc. ("Corporation") have been authorized by the Board of Directors of the Corporation ("Board") to execute this certificate of the First Restated Articles of Organization ("Certificate") by resolution of the board adopted on September 8, 1999, and that this Certificate correctly sets forth the text of the articles of incorporation as amended to the date of this Certificate

ARTICLE I

The name of the Corporation is R&R Partners, Inc.

ARTICLE II

The period of duration is perpetual.

ARTICLE III

Authorized Shares: The aggregate number of shares that the Corporation shall have the authority to issue is 2,500 shares of Capital Stock without par value.

Assessment of Shares: The Capital Stock of the Corporation, after the amount of the subscription price has been paid, shall not be subject to pay the debts of the Corporation, and no Capital Stock issued as fully paid up shall ever be assessable or assessed.

ARTICLE IV

The principal office of the Corporation is 8076 W. Sahara, Las Vegas, Nevada.

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ARTICLE V

The number of directors of the Corporation may be increased or decreased from time to time as shall be provided in the Code of By-Laws of the Corporation. The Directors of the Corporation until their successors are appointed are:

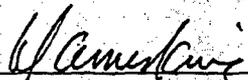
William Vassiliadis
8076 W. Sahara
Las Vegas, NV 89117

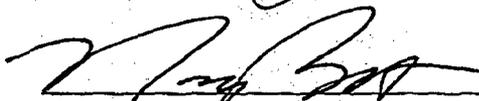
Robert Henrie
8076 W. Sahara
Las Vegas, NV 89117

Mary Ann Mele Dondero
8076 W. Sahara
Las Vegas, NV 89117

K. James King
8076 W. Sahara
Las Vegas, NV 89117

Executed this 8th day of September 1999.


K. James King, Vice President


Morgan R. Baumgartner, Secretary