

ARTICLES OF INCORPORATION

Articles of Incorporation of Inuvo, Inc.

Pending Board of Directors' approval.

ARTICLE I – NAME

The name of the corporation is Inuvo, Inc.

ARTICLE II – DURATION

The duration of the corporation is perpetual

ARTICLE III – PURPOSE

The purpose or purposes for which this corporation is engaged are:

(a) To engage in the specific business of development of oil and gas properties and making investments, including investment in, purchase and ownership of any and all kinds of property, assets or business, whether alone or in conjunction with others. Also, to acquire, develop, explore and otherwise deal in and with all kinds of real and personal property and all related activities, and for any and all other lawful purposes.

(b) To acquire by purchase, exchange, gift, bequest, subscription, or otherwise; and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities including, without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein on any property or assets created or issued by any person, firm, associate, or corporation, or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

(c) To do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may, at any time, appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

(d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the

enjoyment and exercise thereof, as conferred by the laws of the State of Nevada; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE IV – STOCK

A. Common Stock.

The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is 100,000,000 shares at a par value of \$.001 per share. All stock when issued shall be fully paid and non-assessable. The Board of Directors of the Corporation may, at its discretion and by resolution of the majority of all of the members of the Board of Directors at the time of such resolution, issue any authorized but unissued Common Stock of the Corporation which has not been reserved for issuance upon the exercise of any outstanding warrants, options, or other document evidencing the right to acquire the Common Stock of the Corporation.

Each share of Common Stock shall be entitled to one vote at any meeting of the Corporation's shareholders duly called for in accordance with the Nevada Revised Statutes, either in person or by proxy. Cumulative voting shall not be permitted for the election of individuals to the Corporation's Board of Directors or for any other matters brought before any meeting of the Corporation's shareholders, regardless of the nature thereof. Shareholders of the Corporation's Common Stock shall not be entitled to any pre-emptive or preferential rights to acquire additional Common Stock of the Corporation.

B. Preferred Stock.

The aggregate number of shares of Preferred Stock which the Corporation shall have authority to issue is 5,000,000 shares, \$.001 par value, which may be issued in such series, with such designations, preferences, stated values, rights, qualifications or limitations as determined solely by the Board of Directors of the Corporation.

500,000 shares, out of the total of 5,000,000 authorized shares of Preferred Stock shall be designated Series One Preferred Stock and shall have the designations, preferences and rights as set forth below:

- 1. SHARES IN SERIES. THE CORPORATION SHALL HAVE 500,000 SHARES OF AUTHORIZED PREFERRED STOCK AS "SERIES ONE PREFERRED STOCK" (THE "SERIES ONE STOCK"). THE SHARES OF SERIES ONE STOCK SHALL HAVE A PAR VALUE OF \$.001 PER SHARE.**
- 2. VOTING RIGHTS. THE HOLDERS OF RECORD OF SAID SHARES OF THE SERIES ONE STOCK SHALL BE ENTITLED TO ONE VOTE PER SHARE AT ALL MEETINGS OF SHAREHOLDERS OF THE CORPORATION AND SAID VOTING RIGHTS SHALL BE EQUAL IN ALL RESPECTS TO THE VOTING RIGHTS OF THE CORPORATION'S COMMON STOCK. THE HOLDERS OF RECORD OF SHARES OF THE SERIES ONE STOCK SHALL VOTE SUCH SHARES TOGETHER WITH THE HOLDERS OF THE CORPORATION'S COMMON STOCK, AND NOT AS A SEPARATE CLASS.**

3. **LIQUIDATION RIGHTS. IN CASE OF THE DISSOLUTION, LIQUIDATION OR WINDING-UP OF THE COMPANY, WHETHER VOLUNTARY OR INVOLUNTARY, THE HOLDERS OF RECORD OF SHARES OF THE SERIES ONE STOCK THEN OUTSTANDING SHALL BE ENTITLED TO PARTICIPATE IN THE DISTRIBUTIONS, EITHER IN CASH OR IN KIND, OF THE REMAINING ASSETS OF THE CORPORATION, AFTER PAYMENT OF ITS DEBTS AND LIABILITIES, PRO RATA ON A SHARE FOR SHARE BASIS AS TO ALL OUTSTANDING SERIES ONE PREFERRED STOCK ON THE BASIS OF PAR VALUE PLUS UNPAID DIVIDENDS AND PRIOR TO ANY DISTRIBUTION TO THE HOLDERS OF THE SHARES OF THE CORPORATION'S OUTSTANDING COMMON STOCK. FOR PURPOSES OF THIS PARAGRAPH 3, A CONSOLIDATION OR MERGER OF THE CORPORATION WITH ANY OTHER CORPORATION, WHETHER OR NOT THE CORPORATION IS THE SURVIVING CORPORATION OF SUCH TRANSACTION, OR A SALE, LEASE, MORTGAGE, PLEDGE, EXCHANGE, TRANSFER OR OTHER DISPOSITION BY THE CORPORATION OF ALL OR SUBSTANTIALLY ALL OF ITS ASSETS, SHALL NOT BE DEEMED A LIQUIDATION, DISSOLUTION OR WINDING-UP OF THE CORPORATION.**
4. **QUARTERLY DIVIDENDS. THE HOLDERS OF RECORD OF SHARES OF THE SERIES ONE STOCK OUTSTANDING SHALL BE ENTITLED TO RECEIVE PREFERENTIAL CASH DIVIDENDS, WHEN AND AS DECLARED BY THE BOARD OF DIRECTORS IN ITS DISCRETION AND ONLY OUT OF FUNDS LAWFULLY AVAILABLE FOR THE PAYMENT OF DIVIDENDS UNDER THE LAWS OF THE STATE OF NEVADA, AT THE RATE OF \$.10 PER SHARE, PAYABLE ANNUALLY FOR THE PRIOR FISCAL YEAR 90 DAYS AFTER THE END OF SAID YEAR, COMMENCING FOR THE FISCAL YEAR ENDING IN 1992, BEFORE ANY DIVIDENDS SHALL BE DECLARED, DISTRIBUTED OR SET ASIDE FOR DISTRIBUTION TO THE HOLDERS OF ANY OTHER CLASS OR SERIES OF THE CORPORATION'S CAPITAL STOCK. SUCH SERIES ONE STOCK DIVIDENDS SHALL BE CUMULATIVE FROM YEAR TO YEAR UNTIL PAID IN FULL. THE HOLDERS OF SAID SHARES OF SERIES ONE STOCK SHALL AT NO TIME HAVE ANY RIGHT TO ANY OTHER OR FURTHER DIVIDEND OF ANY KIND.**
5. **REDEMPTION. THE SERIES ONE PREFERRED SHARES SHALL NOT BE SUBJECT TO REDEMPTION UNLESS AGREED UPON BY THE CORPORATION AND THE HOLDERS THEREOF.**
6. **OTHER MATTERS. THE HOLDERS OF THE SHARES OF SERIES ONE STOCK WILL HAVE NO PRE-EMPTIVE OR OTHER RIGHTS OTHER THAN AS ESTABLISHED BY NEVADA LAW.**
7. **CONVERSION. THE SERIES ONE PREFERRED SHARES SHALL BE CONVERTIBLE INTO TWO SHARES OF COMMON STOCK AT ANY TIME SUBSEQUENT TO SEPTEMBER 30, 1992.**

ARTICLE V – AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of “a majority” of the shares entitled to vote on each such amendment.

ARTICLE VI – SHAREHOLDERS RIGHTS

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration as the Board of Directors shall determine. Shareholders shall not have pre-emptive rights to acquire unissued shares of the stock of this corporation.

ARTICLE VII – CAPITALIZATION

This corporation will not commence business until consideration of a value of at least \$1,000 has been received for the issuance of said shares.

ARTICLE VIII – INITIAL OFFICE AND AGENT

The Corporation Trust Company of Nevada
One East First Street
Reno, NV 89501

ARTICLE IX – DIRECTORS

The directors are hereby given the authority to do any act on behalf of the corporation by law and in each instance where the Business Corporation Act provides that the directors may act in certain instances where the Article of Incorporation authorize such action by the directors, the directors are hereby given authority to act in such instances without specifically numerating such potential action or instance herein.

The directors are specifically given the authority to mortgage or pledge any or all assets of the business without stockholders' approval.

The number of directors constituting the initial Board of Directors of this corporation is three. The names and addresses of persons who are to serve as Directors until the first annual meeting of stockholders or until their successors are elected and qualify, are:

NAME	ADDRESS
Denny W. Nestripke	311 South State, Suite 410 Salt Lake City, UT 84111
Lester A. Perry	311 South State, Suite 410 Salt Lake City, UT 84111
Tracy L. Anderson	311 South State, Suite 410 Salt Lake City, UT 84111

ARTICLE X – INCORPORATORS

The name and address of each incorporator is:

NAME	ADDRESS
Thomas G. Kimble	311 South State, #440 Salt Lake City, UT 84111

NAME	ADDRESS
Jody York	311 South State, #440 Salt Lake City, UT 84111
Van L. Butler	311 South State, #440 Salt Lake City, UT 84111

ARTICLE XI

COMMON DIRECTORS – TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and any one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof, which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if:

- (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or
- (b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, or
- (c) the contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII

LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such person as a director or officer. Notwithstanding the foregoing sentence, a director or officer shall be liable to the extent provided by applicable law, (i) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) for the payment of dividends in violation of NRS 78.300.

The provisions hereof shall not apply to or have any effect on the liability or alleged liability of any officer or director of the Corporation for or with respect to any acts or omissions of such person occurring prior to such amendment.