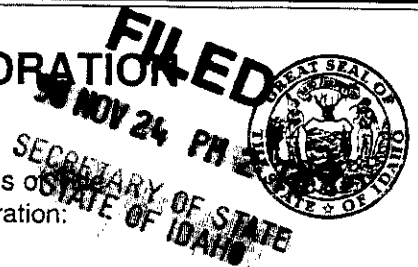


# ARTICLES OF INCORPORATION



To the Secretary of State of the State of Idaho

The undersigned, in order to form a Corporation under the provisions of  
30, Chapter 1, Idaho Code, submits the following articles of incorporation:

Article 1: The name of the corporation shall be: Happy Hearts, Inc.

Article 2: The number of shares the corporation is authorized to issue is: 10,000

Article 3: The street address of the registered office is: 2862 Addison Ave. E.

                     and the registered agent at such address is: Randy McCarron

Article 4: The name and address of the incorporator are: Jane McCarron

3315 S. 2400 E.; Jerome, ID 83338

Article 5: The mailing address of the corporation shall be: 3315 S. 2400 E.; Jerome, ID 83338

Optional articles:

Signature of an incorporator:

Jane McCarron

Customer Acct #:

(if using pre-paid)

IDAHO SECRETARY OF STATE

Secretary of State use only

11/24/1998 09:00  
CK: 3119 CT: 107250 NH: 164629

1 @ 100.00 = 100.00 CORP # 2

C126439