

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
IN YOUR FACE PASTELS, INC.

06 JUN 26 AM 8:53

SECRETARY OF STATE
STATE OF IDAHO

KNOW ALL MEN BY THESE PRESENTS; that the undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be: IN YOUR FACE PASTELS, INC.

ARTICLE II

The Corporation is a perpetual entity.

ARTICLE III

The location of the registered office of the Corporation in the State of Idaho shall be 484 E. Morse Road, Hayden, ID 83835. The registered agent at the registered office of this corporation is Lawrence M. Waters.

ARTICLE IV

The Corporation is formed and organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act and as the Board of Directors may from time to time determine.

ARTICLE V

The aggregate number of shares of stock which this corporation shall have authority to issue is ONE THOUSAND (1,000) shares of common stock, at no par value per share.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation: pursuant to the by-laws.

ARTICLE VII

The number of Directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided the number of Directors of the

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not be fewer than the number required by law. The initial Board of Directors shall number one.

(1). In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of Stockholders and until their successors are elected and qualified.

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, and to any obligations of the Corporation convertible into stock.

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors at an annual or special meeting of the Board of Directors called for that purpose.

The Articles of Incorporation of the Corporation may be amended by a majority vote at any annual or special meeting of the Stockholders, either upon consideration of a resolution for amendment adopted by the holders of not less than ten percent (10%) of all shares entitled to vote at such meeting.

ARTICLE VIII

The name and mailing address of the initial director of the corporation, appointed by the incorporator to serve until their successor or successors are elected and shall qualify are:

NAME

ADDRESS

Lawrence M. Waters

484 E. Morse Road
Hayden, ID 83835

ARTICLE IX

The name and post office address of the incorporator is as follows:

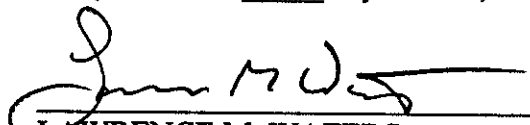
NAME

ADDRESS

Lawrence M. Waters

484 E. Morse Road
Hayden, ID 83835

IN WITNESS WHEREOF, I have hereunto set my hand this 23 day of June, 2006.


LAWRENCE M. WATERS