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ARTICLES OF INCORPORATION

Of

**AVATAR WELLNESS, INC.,
(an Idaho corporation)**

ARTICLE 1

Name of the Corporation

The name of the corporation is Avatar Wellness, Inc. (the "Corporation").

ARTICLE 2

Purposes of the Corporation

The purposes for which the Corporation is organized is to engage in any and all lawful activities.

ARTICLE 3

Shares

3.1 Stock: The Corporation is authorized to issue two classes of stock, designated, respectively, "Common Stock" and "Preferred Stock", both of which shall have no par value. The number of shares of Common Stock the Corporation is authorized to issue is Seven Million (7,000,000) shares, and the number of shares of Preferred Stock the Corporation is authorized to issue is Three Million (3,000,000) shares.

3.2 Preferred Stock: The Preferred Stock may be divided into such number of series as the board of directors may determine from time to time. The board of directors is authorized, from time to time, to determine and alter the rights, preferences, privileges and restrictions granted to, or imposed upon, any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The board of directors, within the limits and restrictions stated in any resolution or resolutions of the board of directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series prior to or subsequent to the issuance of shares of that series.

3.2 Treasury Shares: Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the Corporation shall be Treasury Shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the Corporation.

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ARTICLE 4
Preemptive Rights

Unless as otherwise set forth in the Corporation's Bylaws, shareholders of the Corporation shall have no preemptive rights to acquire stock in the Corporation.

ARTICLE 5
Cumulative Voting

Unless as otherwise set forth in the Corporation's Bylaws, shareholders of the Corporation shall not have the right to cumulate their votes for Board of Directors.

ARTICLE 6
Registered Office and Agent

The address of the registered office of the Corporation is 104B Short Swing Lane, Ketchum, Idaho 83340, and the name of the registered agent at such address is Trudy Golobic.

ARTICLE 7
Incorporator

For purposes of these Articles of Incorporation, the name of the Incorporator is Trudy Golobic whose address is: P.O. Box 6344, Ketchum, Idaho 83340.

ARTICLE 8
Limitation of Liability

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, and the Corporation shall indemnify a director against liability (as defined in Idaho Code §30-1-850(5)) to any person, for any action taken, or any failure to take action, as a director except for liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Idaho Code § 30-1-833, or (iv) an intentional violation of criminal law.

ARTICLE 9
Indemnification

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

ARTICLE 10
Execution

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned has executed these Articles of Incorporation on January 16th, 2003.

Dated: January 16, 2003

By: 

Trudy Golobic, Incorporator