

State of Idaho

Department of State

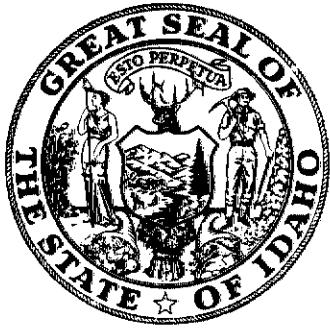
CERTIFICATE OF INCORPORATION OF

VERIGEN INVESTMENT CORPORATION
File number C 108604

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 16, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Tonya Herold*

ORIGINAL

ARTICLES OF INCORPORATION

DEC 16 3 21 PM '94

OF

SECRETARY OF STATE

VERIGEN INVESTMENT CORPORATION

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is **VERIGEN INVESTMENT CORPORATION**.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is:

- (a) to purchase, sell and invest in the equity securities of Verigen, Inc., a Delaware corporation;
- (b) to enter into, make and perform all contracts and other undertakings, and engage in all activities and transactions, as may be necessary or advisable to carry out the foregoing objects and purposes, including without limitation:
 - (i) to purchase, transfer, mortgage, pledge and otherwise acquire and exercise all rights, powers, privileges and other incidents of ownership or possession with respect to the securities of Verigen, Inc.; and
 - (ii) to open, maintain and close bank and brokerage accounts and to draw checks or other orders for the payment of money; and
- (c) for the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have authorized ~~SECRETARY OF STATE~~
100,000 with a par value of \$1.00 per share.

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FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

SIXTH

The location of the initial registered office of the corporation is 1555 Shoreline Drive, Boise, Idaho 83702 and the name of its initial registered agent at such address is Robert N. Rebholtz.

SEVENTH

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Robert N. Rebholtz	P.O. Box 6640 Boise ID 83707

EIGHTH

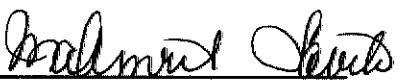
The name and address of the incorporator is as follows:

MaAmrit Savito
P.O. Box 1368
Boise ID 83701-1368

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand this 16th day of December, 1994.


MaAmrit Savito