

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

NUTRITECH, INC.

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: September 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *J. G. Dill*

ARTICLES OF INCORPORATION

OF

NutriTech, Inc.

RECORDED
SEP 27 1978 8 30

RECORDED
SEP 11 1978 8 34

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned beings natural persons of full age and citizens of the United States, in order to form a corporation for the purpose hereinafter stated pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is NutriTech, Inc.

ARTICLE II

The objects and purposes for which this corporation as formed are: As principal, agent or otherwise, to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the the corporation shall have power:

a) To engage in the business of research, development, manufacturing, construction, designing, engineering, buying, selling, distributing, servicing, repairing, leasing, dealing in and with articles of every kind and description, and with ideas, systems, procedures, computer programs and services of any nature, including, without limiting the generality of the foregoing, all types of devices or products, and to acquire, hold, possess and own patents and patent rights incident thereto.

b) To act as research and business consultants, and in connection therewith to render management, negotiation, research, technical, and advisory services to persons, firms, corporations, and others in connection therewith.

To serve in any advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others and to establish and maintain laboratories for research work, and to engage generally in the business of providing, promoting, and establishing systems, methods, and controls for managerial efficiency and operations.

To investigate systems, methods, and controls integral to any and all types of businesses and to make recommendations, revise, adapt, modernize, and establish economies to effect managerial efficiency and in connection therewith to take over the entire operation and business of any type of industry or other forms of endeavour and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

So far as authorized by the law under this certificate is drawn, to keep, examine, inspect and audit the books and accounts of others; to devise and install financial, checking, correspondence, filing, and other office business systems; to take inventories; to make appraisals; to compile statistics as an aid to the officers of the corporation, and other persons in the making of reports and statements; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by public accountants and business management experts; and to warrant the accuracy of work done or services performed by it.

c) To provide a means and method of evaluating, examining, financing, licensing, and purchasing, promoting, expediting, developing, testing, producing and marketing in whole or in part all inventions, formulae, machines, scientific instruments, computer programming and any other products or service of any kind and character for clients; to employ technicians, experts, and engineers in every branch of scientific skill and endeavor, and to initiate, direct, and supervise their efforts in research, surveys, and investigations in any and all branches and fields of science and technology and in connection with any matter or thing, enterprise, or project conducted by or under the supervision of this corporation; and to assemble data and findings, and to compile reports, papers, pamphlets, and books based thereon, practical and theoretical, in connection with any field of science or technology.

d) To build, buy, sell, lease, let, mortgage, pledge, exchange or otherwise acquire or dispose of real property, hereditaments, appurtenances and personal property of all classes and description and wheresoever situated, and any rights and interests therein, to the same extent as natural persons might or could do without limit as to amount;

e) To acquire by purchase, subscription or otherwise; and to own, hold, sell, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of capital stock, bonds, mortgages, securities or evidences of indebtedness issued or created by any other corporation, joint stock company or association, public or private, or by whomsoever issued, and while the owner or holder thereof to possess and exercise with respect thereto any and all rights, powers, and privileges of ownership, including the rights to

vote thereon:

f) To make, perform and carry out contracts of every kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government, or any agent thereof, and to engage in the public and private transportation of persons and property;

g) To borrow money, to draw, make, accept, endorse, transfer, assign, execute and issue bonds, debentures, promissory notes, and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, execute and issue bonds, debentures, promissory notes, security agreements and other evidences of indebtedness, and for the purpose of securing any of its obligations or contracts to convey, transfer, assign, deliver, mortgage, and/or pledge all or any part of the property or assets, real or personal, at any time owned or held by this corporation, upon such terms and conditions as the Board of Directors shall authorize and as may be permitted by law;

h) To acquire, hold, sell, reissue or cancel any shares of its own capital stock; provided, however, that this corporation may not use any of its funds or property for the purchase of its own common stock when such use would cause any impairment of the capital of this corporation; and provide, further, that the shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

i) To purchase or otherwise acquire the whole or any part of the property assets, business and good will of any other person, firm,

corporation or association, and to conduct in any lawful manner the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;

J) To organize, incorporate and reorganize subsidiary corporations and joint stock companies and associations for any purpose permitted by law;

k) To have and to exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Idaho upon corporations formed under the general corporation laws of said State, or under any act amendatory thereof or supplemental thereto or substituted therefor;

l) To have one or more offices to carry on all, or any part of its operations and business, and to do all and every thing necessary, suitable convenient or proper for the accomplishment of any of the purposes, or the attainment of any one or more of the objects herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation, and which now or hereafter may be authorized by law, and this to the same extent and as fully as natural persons might or could do, as principals, agents, contractors, trustees, or otherwise, and either alone or in connection with any person, firm, corporation or association.

ARTICLE III

The corporation shall have perpetual existence, *AY*
RT1, Curry Trailer Court #4
FILER, Id 83328

ARTICLE IV

The original registered agent of the corporation is ~~Charles Hurst,~~
~~P.O. Box 175, Laurel, MT 59044.~~

*Robert Lane,
Cunny Trailer Court #4*

ARTICLE V *RT 1*

File #, Id. 83328

The amount of the capital stock of the corporation shall be and is \$10,000.00 divided into 100,000 shares with a par value of \$0.10 each and said shares of stock shall be non-assessable.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

NAME	POST OFFICE ADDRESS	SHARES
Charles Hurst	P.O. Box 175 Laurel, MT 59044	600
Robert Lane	P.O. Box 522 Twin Falls, ID 83303	400

ARTICLE VII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business or paying debts of the corporation.

ARTICLE VIII

The number of directors of the corporation shall be specified in the By-laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-laws, provided the additional directors may be elected shall hold office until the

next special or annual meetings of the stockholders and until their successors, if any, are elected and qualified.

The original Board of Directors shall be:

NAME	POST OFFICE ADDRESS		
Charles Hurst	P.O. Box 175	Laurel, MT	59044
Jeanne R. Hurst	P.O. Box 175	Laurel, MT	59044
Robert Lans	P.O. Box 522	Twine Falls, ID	83303

ARTICLE IX

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

ARTICLE X

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such

other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XI

The Board of Directors is expressly authorized to repeal and amend the By-Laws of the corporation and to adopt new By-Laws by a two-thirds vote of the Board of Directors or by vote of two-thirds of the allotted shares, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, by vote of two-thirds of the allotted shares at any meeting duly called for that purpose, except where the laws of the State of Idaho otherwise provide.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 10th day of September 1990.

Charles Hurst
CHARLES HURST

Robert Lang
ROBERT LANG

STATE OF IDAHO)
 Junon : ss.
County of Falls

On this 10 day of September, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Charles Hurst and Robert Lang known to me to be persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same.

*(NOTARIAL SEAL)

Barbara L. Delmer Notary Public

My Commission Expires: 9-23-91