

State of Idaho

Department of State

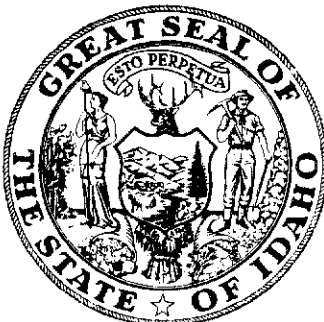
CERTIFICATE OF INCORPORATION OF

MOUNTAIN TOP ORGANICS, INC.
File number C 119991

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: June 26, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Lamb*

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IDAHO SECRETARY OF STATE

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
STATE OF IDAHO

1. NAME

The name of the corporation is Mountain Top Organics, Inc.

2. DURATION

The period of its duration is perpetual.

3. PURPOSE

Its purpose is to consult and advise growers of botanical and herbal plants for use in health products and all other businesses not forbidden by law.

4. SHARES

It shall have authority to issue 1,000 shares, all in one class, no par value.

5. REGISTERED AGENT AND OFFICE

The address of its initial registered office is 2539 Channing Way, Suite 160, Idaho Falls, ID 83404. The name of its initial registered agent at such address is Kevin T. Sullivan.

6. NO BOARD OF DIRECTORS

This corporation shall have no board of directors. The corporation shall be managed by its shareholders pursuant to a shareholder management agreement. That agreement may make the voting and managerial rights of the shareholders materially different from those in most other corporations. The shareholder management agreement will specify who will manage the affairs of the corporation, who will be the executive officers and the vote necessary to approve actions specified in the agreement.

7. INCORPORATOR

The name and address of the sole incorporator is:

Kevin T. Sullivan

2539 Channing Way, Suite 160, Idaho Falls, ID 83404

8. PREEMPTIVE RIGHTS

The holders of outstanding common shares of the corporation shall, to the extent provided by law, have preemptive rights to acquire unissued shares of the corporation, whether now or later authorized.

9. TRANSFER RESTRICTIONS

Except as otherwise provided in this section an interest in the shares of the corporation may not be voluntarily or involuntarily transferred, by operation of law or otherwise.

The prohibition in this section shall not apply to a transfer of an interest in the shares of the corporation:

- To the corporation
- Pursuant to any agreement among all of the shareholders.
- To any other shareholder.
- Approved in writing by all other shareholders.
- To any personal representative of a deceased shareholder, but this exception shall not apply to any heirs of the deceased shareholder.

Dated: June 23, 1997



Kevin T. Sullivan - Incorporator