State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

AGRI-CELLULAR, INC. File number C 119501

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: May 14, 1997



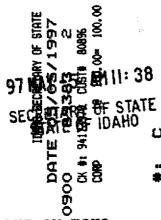
Pite of Cenarrusa SECRETARY OF STATE

By Jonya Herold

ARTICLES OF INCORPORATION

of

AGRI-CELLULAR, INC. (an Idaho Business Corporation)



I, the undersigned, being of the age of 18 years or more, acting as incorporator of a corporation under Idaho law, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of this corporation shall be AGRI-CELLULAR, INC..

ARTICLE II.

This corporation shall be authorized to issue one thousand (1,000) shares of common stock at no par value. No other classes of shares are authorized.

ARTICLE III.

The name of the initial registered agent is Bryan Higgins. The address of the initial registered office is HCR 1, NOX 87 Nez Perce, Idaho, 83543.

ARTICLE IV.

The name the Incorporator is Bryan Higgins. HCRI Box & Nezperce

ARTICLE V.

The mailing address to which the Secretary of State may mail notices is HCR 1, Box 8, Nez Perce, ID 83543.

ARTICLE VI.

The number of the directors constituting the initial Board of Directors shall be two (2). The names of the persons who shall serve as the initial Board of Directors are:

Bryan Higgins HCR | Box 8 Nesperce 1d 83543
Andrew Leitch HCR | Nesperce 1d 83543

All subsequent Directors shall be elected or appointed for a term of one year by a majority vote of the shareholders.

ARTICLE VII.

This corporation is organized for the purpose of engaging

in the sale of goods and services and any lawful business authorized by Idaho law.

ARTICLE VIII.

The business of this corporation shall be managed by the corporate officers consisting of President, Bryan Higgins and Secretary Andrew Leitch.

ARTICLE IX.

Directors of this corporation shall not be personally liable to the corporation or its stockholders for monetary damages for conduct as Director. However, this provision does not eliminate or limit the liability of a Director for any act or omission occurring prior to the date of incorporation, and this provision shall not eliminate or limit the liability of a Director for:

- (a) Any breach of the Director's duty of loyalty to the corporation or its stockholders;
- (b) Acts or omissions not in good faith which involve intentional misconduct or a knowing violation of law;
 - (c) Any unlawful distribution under ORS 60.367; or
- (d) Any transaction from which the Director derived an improper personal benefit;

I, the undersigned incorporator, declare under penalties of perjury that I have examined the foregoing, and, to the best of my knowledge and belief, it is true, correct, and complete.

Bryan Higgins

STATE OF IDAHO

County of Lewis

On this ___ day of _____, 1997, personally appeared the above named BRYAN HIGGIAS and acknowledged the foregoing ARTICLES OF INCORPORATION to be his voluntary act and deed.

Before Me:

Ed.

Notary Public for Idaho My Commission Expires: \

Person to contact about this filing:

Mark S. Snyder Attorney at Law P.O. Box 381 Orofino, Idaho 83544