

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

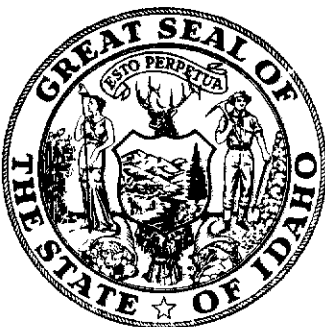
AGRI-CELLULAR, INC.

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



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Harold*

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
Bryan Higgins

STATE OF IDAHO)
)
County of Lewis)

On this 2 day of May, 1997, personally appeared the above named BRYAN HIGGINS and acknowledged the foregoing ARTICLES OF INCORPORATION to be his voluntary act and deed.

Before Me: Diane S. Humphrey
Notary Public for Idaho
My Commission Expires: 9/18/99

Person to contact about this filing:

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Attorney at Law
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