

FILED

1/18/99

ARTICLES OF INCORPORATION

OF

FILED

Natures Choice Inc.

1. Name. The name of the corporation is Natures Choice Inc. (the "Corporation").

2. Authorized shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered office and agent. The registered office of the Corporation is 277 N. 6th St., Ste. 200, Boise, ID 83702 and its registered agent at that address is Christopher J. Beeson.

4. Initial directors. The names and addresses of the initial directors serving as the Corporation's Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ron Hutt	9070 Brookside, Boise, Idaho 83703
Judy Hutt	9070 Brookside, Boise, Idaho 83703

5. Incorporator. The name of the incorporator is Christopher J. Beeson and the incorporator's address is 277 N. 6th St., Ste. 200, Boise, Idaho 83702.

6. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

7. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

8. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional

IDAHO SECRETARY OF STATE

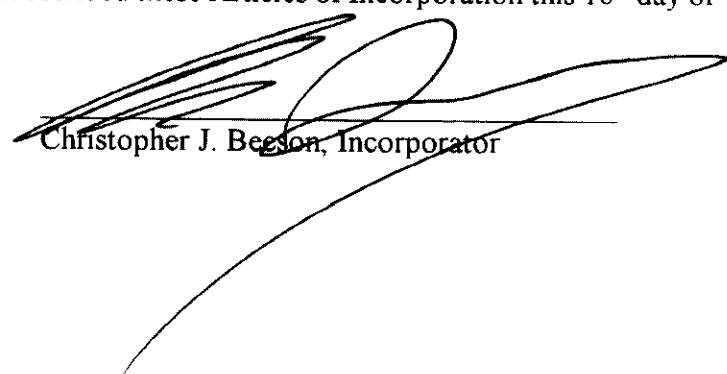
02/18/1999 09:00
CK: 23263 CT: 1626 BH: 189225

1 @ 100.00 = 100.00 CORP # 2

C127616

infliction of harm on the corporation or the shareholders; or (iii) an intentional violation of criminal law.

In witness whereof, I have subscribed these Articles of Incorporation this 16th day of February, 1999.



Christopher J. Beeson, Incorporator