FILED AT THE REQUEST OF:

Nathan Chandler, CEO
It's Atomic!, Inc.
25 E. Fairview Ave., Ste 211
Meridian, ID 83642

AFTER FILING RETURN TO:

Sarah Duranske, Esq.
Perkins Coie LLP
251 East Front Street, Suite 400
Boise, Idaho 83702-7310

ARTICLES OF INCORPORATION

OF

IT'S ATOMIC!, INC.

The undersigned, acting as incorporator of It's Atomic!, Inc. (the *"Corporation"*) under the Idaho Business Corporation Act (the *"Act"*), adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the Corporation shall be "It's Atomic!, Inc."

ARTICLE 2
CAPITAL STOCK

A.   Authorized Capital

The total number of shares which the Corporation is authorized to issue is Fifteen Million (15,000,000), consisting of Ten Million (10,000,000) shares of common stock, no par value (*"Common Stock"*), and Five Million (5,000,000) shares of preferred stock, no par value (*"Preferred Stock"*). The Common Stock is subject to the rights and preferences of the Preferred Stock as set forth below.

B.   Issuance of Preferred Stock in Series

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for its issuance, prior to the issuance of any shares. The Board of Directors shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established, including without limitation the dividend rate, conversion rights, redemption price and liquidation preference. Unless otherwise specifically provided in the resolution establishing

any series, the Board of Directors shall have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

C. Voting Rights

The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the Corporation and on all matters coming before the shareholders of the Corporation, except as otherwise provided by law. Except as otherwise provided herein or by law, holders of Preferred Stock shall vote as a single class with holders of Common Stock. Votes may not be cumulated.

D. Preemptive Rights

Except as otherwise provided herein or by law, shareholders shall have no preemptive rights.

ARTICLE 3
REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent and address of the registered office is:

Name	Address
Aaron Picht	25 E. Fairview Avenue, Suite 211 Meridian, Idaho 83642

ARTICLE 4
INCORPORATOR

The name and address of the incorporator is:

Name	Address
Aaron Picht	25 E. Fairview Avenue, Suite 211 Meridian, Idaho 83642

ARTICLE 5
MAILING ADDRESS

The mailing address of the Corporation shall be: 25 E. Fairview Avenue, Suite 211, Meridian, Idaho 83642.

ARTICLE 6
PURPOSE

The purpose for which the Corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

ARTICLE 7
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE 8
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors. The number of Directors shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

ARTICLE 8
INDEMNIFICATION AND LIMITATION ON LIABILITY

A.   Indemnification.

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the 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 Act permitted the Corporation to provide prior to such amendment).

B.   Limitation on Liability.

There shall be no personal liability, either direct or indirect, of any director of the Corporation to the Corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the Corporation or to its shareholders for monetary damages for any breach, act, omission, or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the Corporation for indemnification or other assistance from the Corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the Corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right, or protection of a director of the Corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

ARTICLE 9
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in any manner now or hereafter prescribed or permitted by statute. All rights of shareholders of the Corporation are granted subject to this reservation.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the _13_ day of July, 2007.

_____
Aaron Picht, Incorporator