

ARTICLES OF INCORPORATION

The undersigned, acting to incorporate a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME: The name of the corporation is Smokers' Choice, Inc.

2. DURATION: The period of its duration is perpetual.

3. PURPOSES: This corporation may transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

4. SHARES AUTHORIZED: The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares at \$ 1.00 par value common stock.

5. PREEMPTIVE RIGHTS: Shareholders shall have preemptive rights to acquire unissued or treasury stock or securities convertible into or carrying a right to subscribe to or acquire shares.

6. BUSINESS AFFAIRS: Provisions for the regulation of the internal affairs of the corporation are such as may be provided in detail by the corporation's By-Laws, including restrictions on transfer of shares.

7. REGISTERED AGENT AND OFFICE: The initial registered agent is:

Paul Noorda

and the initial registered office is:

11584 N. Buffalo Road, Pocatello, ID 83202

8. BOARD OF DIRECTORS: The initial Board of Directors shall consist of three individuals who will serve until the first annual shareholder meeting or until their successors are elected and qualified. The directors' names and addresses are:

IDAHO SECRETARY OF STATE
11/21/1997 09:00
CX: 267 CT: 90128 DH: 57396

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C121649

NAME

ADDRESS

Paul Noorda

11584 N. Buffalo Road
Pocatello, ID 83202

Peter Noorda

5700 Arrowhead Drive
Pocatello, ID 83204

Joseph Noorda

1710 Satterfield Drive
Pocatello, ID 83201

9. INCORPORATOR: The name and address of the incorporator is:

Paul Noorda
11584 N. Buffalo Road
Pocatello, ID 83202

10. STOCK TRANSFER RESTRICTIONS: Transfer of this corporation's stock shall be restricted; those restrictions are set forth in detail in this Corporation's By-Laws.

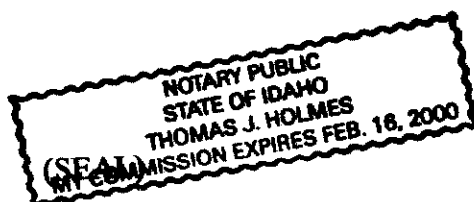
DATED: 11-19-97

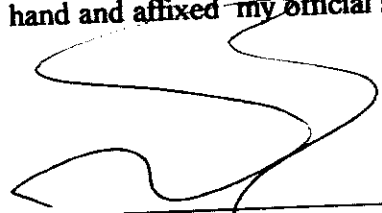

Paul Noorda, INCORPORATOR

STATE OF IDAHO)
 :SS
County of Bannock)

On this 19 day of November, 1997, before me, the undersigned Notary Public, in and for said State, personally appeared Paul Noorda, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first written above.




NOTARY PUBLIC - STATE OF IDAHO
My Commission Expires: _____