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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
SMONYA, INC.**

The undersigned, acting as incorporator, hereby executes these Articles of Incorporation for the purposes of forming a corporation (hereinafter referred to as the "**Corporation**") under Chapter 1, Title 30 of the Idaho Code, the Idaho Business Corporation Act (the "**IBCA**"), adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation shall be SMONYA, INC.

**ARTICLE II
PURPOSE AND EXISTENCE**

The Corporation shall have perpetual existence, and the nature of the business or purposes to be conducted or promoted by the Corporation is to transact any and all lawful business for which corporations may be organized under the IBCA, and to exercise all powers granted to a corporation formed under the IBCA, including any amendments thereto or under any successor statute that may be hereinafter enacted.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation in the State of Idaho is 2478 Warm Springs Avenue, Boise, Idaho 83712. The name of its registered agent such address is Russell D. Slifer.

**ARTICLE IV
CAPITALIZATION**

The aggregate number of shares the Corporation shall have the authority to issue shall be as follows:

- (a) 10,000 shares of non-assessable voting common stock, having no par value per share; and
- (b) 40,000 shares of non-assessable nonvoting common stock, having no par value per share.

Each share of voting common stock and each share of nonvoting common stock shall be identical in interest. Neither voting nor nonvoting shares shall have any preferential or superior rights; provided, however, that a voting share shall entitle the holder thereof to vote in

SMONYA, INC.

ARTICLES OF INCORPORATION -- 1

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accordance with the provisions of the IBCA. The voting and nonvoting shares shall constitute one class of shares as defined in section 1361(b)(1)(D) and section 2701(a)(2)(B) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, each holder of nonvoting common stock shall nonetheless have one vote per share standing in the name of such holder on the relevant record date (and a fractional vote for any fractional share) concerning any amendment to these Articles of Incorporation, if the amendment would have any of the effects or cause any of the changes described in IBCA § 30-1-1004, or would otherwise effect a reduction of or limitation upon any other preference or right accorded to the holder of such stock as such.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 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, subject to any limitation set forth in a shareholder agreement authorized under IBCA § 30-1-732.

Section 5.2 The number of directors constituting the Board of Directors shall be determined in the manner specified in the Bylaws; provided, however, there shall always be at least one director of the Corporation.

ARTICLE VI NO PREEMPTIVE RIGHTS

No shareholder of this Corporation shall have any preemptive rights with respect to (i) any shares of any class of stock of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights, or options to purchase any such shares, or (iii) any obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE VII NO CUMULATIVE VOTING

The shareholders of the Corporation shall not be entitled to cumulative voting at any election of Directors or otherwise.

ARTICLE VIII AMENDMENT OF BYLAWS

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The shareholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

**ARTICLE IX
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereafter permitted by law, and the rights of the shareholders of this Corporation are granted subject to this reservation.

**ARTICLE X
INCORPORATOR**

The name and address of the Incorporator are:

<u>Name:</u>	<u>Address</u>
Russell D. Slifer	2478 Warm Springs Avenue Boise, Idaho 83712

**ARTICLE XI
LIMITATION ON LIABILITY**

To the full extent permitted by the IBCA or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article XI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

**ARTICLE XII
INDEMNIFICATION**

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the IBCA or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article XII. No amendment to or repeal of this Article XII shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

ARTICLE XIII
TRANSACTIONS WITH INTERESTED PARTIES

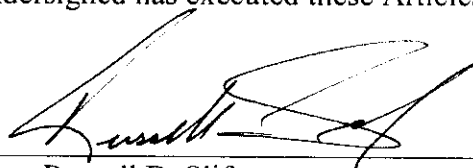
The Corporation may enter into contracts and otherwise transact any business with its directors, officers and shareholders, and with any entity in which they may have an interest adverse to the Corporation, as freely as though such adverse interest does not exist, even though the vote, action or presence of such director, officer or shareholder may be necessary to obligate the Corporation upon such contracts or transactions.

In the absence of fraud, and with the notice required by the following paragraph, no such contract or transaction shall be avoided and no such director, officer or shareholder shall be held liable to account to the Corporation, by reason of such adverse interest or by reason of any fiduciary relationship to the Corporation, for any profit or benefit realized by him or her through any such contract or transaction.

Directors and officers of the Corporation shall notify the Board of Directors, at the meeting at which such contract or transaction is authorized or confirmed, of the nature of their adverse interest. A general notice that a director or officer of the Corporation is interested in any entity shall be sufficient disclosure of such adverse interest. No notice shall be required if all directors have actual knowledge of the adverse interest.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate this 6 day of May, 2003.

A handwritten signature in black ink, appearing to read "Russell D. Slifer", is written over a horizontal line.

Russell D. Slifer
Incorporator