

ARTICLES OF INCORPORATION
OF
NUCELL INC.

AUG 15 2 57 PM '97

SECRETARY OF STATE
STANDARD FEE

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of IDAHO.

ARTICLE I NAME

The name of the corporation shall be NUCCELL INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of IDAHO, or any other state, county, territory or nation. In particular it shall be the business of the corporation to PATENT AND COMMERCIALY DEVELOP VARIOUS INVENTIONS and to do all things incidental thereto.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a no par value.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be 409 S.W. 7TH AVE MERIDIAN 83642. The name of the initial Registered Agent for the corporation at that address is: TOM MCDANIEL.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

IDAHO SECRETARY OF STATE

08/15/1997 09:00
CR: 235 CT: 02000 BH: 30346

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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of ONE DIRECTOR. The initial Directors shall be:

TOM MCDANIEL, 409 S.W. 7TH AVE, MERIDIAN , IDAHO 83642.
DAVID STEELE, 2645 N. Cole Rd Boise , IDAHO 83704.
PAUL BROWN, 9510 SUNFLOWER LN. BOISE, IDAHO 83704.

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:
TOM MCDANIEL, 409 S.W. 7TH AVE, MERIDIAN , IDAHO 83642.

The undersigned has hereunto set his hand and seal on this 25 day of June, 1997.


Incorporator:


TOM MCDANIEL

STATE OF IDAHO)
)ss
COUNTY OF ADA)

The foregoing instrument was executed and acknowledged
before me this 25 day of June, 19 97, by
TOM MCDANIEL

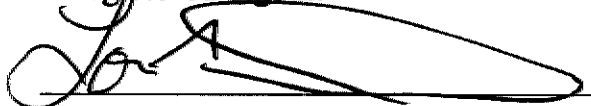
(SEAL)


Notary Public
State of Idaho
My Commission Expires: 8-17-2001

acceptance

I, TOM MCDANIEL am the registered Agent to accept service of process;
I agree to keep the office open during prescribed hours; to post my name (and the
names of any other officers of said corporation authorized to accept
service of process at the above designated address) in some conspicuous place in
the office as required by law.


Registered Agent:



STATE OF IDAHO
COUNTY OF Ada

BEFORE ME, the undersigned authority, this day personally
appeared TOM MCDANIEL, who, after being duly sworn, deposes
and says that the facts and matters contained above are true and correct,
and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 25th day of
June, 1997.


Notary Public
State of Idaho
My Commission Expires: 8-17-2001

(SEAL)