

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

AMERICAN BIODYNAMICS, INC.

File number C 117848

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 13, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

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In general, to carry on any other business and to have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations formed under the Idaho Business Corporation Act, and any enlargement of such powers conferred upon corporations under said Act by subsequent legislative acts, and to do any and all of the things hereinbefore set forth, to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these articles of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE THREE **DURATION**

The period of the duration of this corporation is perpetual.

ARTICLE FOUR **REGISTERED OFFICE AND AGENT**

The address of the corporation's registered office is 10400 Overland Rd. Suite 340, Boise, Idaho 83709. The initial registered agent at such address is Joe Hautzinger.

ARTICLE FIVE **STOCK**

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock with no par value.

ARTICLE SIX **RESTRICTION ON TRANSFER OF SHARES**

No transfer of share ownership shall be valid without the corporation's consent to the proposed transfer.

ARTICLE SEVEN **DIRECTORS**

The affairs of the corporation shall be conducted by a Board of Directors. The number of directors shall not be less than three except that during any period when all of the shares of the corporation are owned by either one or two shareholders, the number of directors may be less than three but not less than the number of shareholders. Subject to the foregoing, the number of directors shall be fixed from time to time by the bylaws, and the number may be altered as therein provided. However, no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

At the first meeting of shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the next succeeding annual meeting and until their successors shall have been elected and qualified. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Any vacancy in the Board of Directors shall be filled in the manner provided in the bylaws.

In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors, at any regular or special meeting, is expressly authorized:

- a. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
- b. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.
- c. To appoint, by resolution of resolutions passed by a majority of the whole board, an executive committee and one or more other committees, each committee to consist of two or more directors of the corporation, which committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the corporation as shall be provided in such resolution or resolutions or in the bylaws. Such committees may be empowered to authorize the affixing of the corporate seal to documents and shall have such names as are designated by resolutions of the Board of Directors or the bylaws.

The officers of the corporation shall consist of a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as may be designated in the bylaws. The officers shall be elected by the Board of Directors and shall serve for the term of one year or until their successors are elected and qualified.

The initial bylaws of the corporation shall be adopted by the shareholders. Thereafter, the bylaws except as otherwise provided by statute, may be adopted, amended or repealed either by the shareholders or by the Board of Directors.

The annual meeting of the shareholders shall be held at the time provided therefore in the bylaws. Special meetings of the shareholders may be called by the President, the Board of Directors, and by such other officers and persons as are provided in the bylaws.

ARTICLE EIGHT

INCORPORATORS AND DIRECTORS

The name and street address of each incorporator is:

Joe Hautzinger, 10400 Overland Rd., Boise, Idaho 83709 The name and street address of each Director is:

Joe Hautzinger, 10400 Overland Rd., Boise, Idaho 83709

ARTICLE NINE

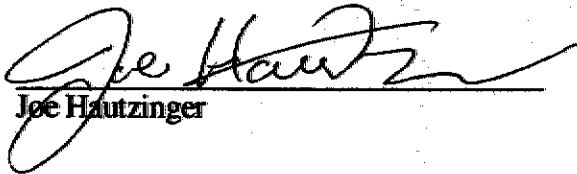
SUBCHAPTER S STATUS

The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code. The Corporation shall authorize and issue only one class of stock. No stockholder shall do any act which will contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

ARTICLE TEN
DISSOLUTION

This Corporation may be dissolved at any time upon the affirmative vote of fifty (50%) of the outstanding shares.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of January, 1997.


Joe Hautzinger