

FILED/EFFECTIVE

02 FEB 11 AM 8:55

STATE OF IDAHO

**FIRST AMENDED and RESTATED
ARTICLES OF INCORPORATION**

OF

NorthWest BIO TECH INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being natural persons of legal age, do hereby associate together for the purpose of forming a corporation under the provisions of the laws of the State of Idaho, and do hereby adopt the following Articles of Incorporation, to-wit:

ARTICLE I.

The name of said corporation shall be **NorthWest Bio Tech Inc.**

ARTICLE II.

The term of existence of said corporation shall be perpetual.

ARTICLE III.

The location and post office address of its registered office in this state shall be P. O. Box 50653, Idaho Falls, Idaho 83405. The registered agent in Idaho is Justin Mason, whose address is 496 South 52 East, Idaho Falls, Idaho 83401.

ARTICLE IV.

The objects and purposes for which this corporation is formed are to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do, to-wit:

1. To transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
2. To conduct and operate related and other businesses, exercising all or any of its powers as above specified or otherwise, in the State of Idaho, and/or any other state or territory of the United States, the District of Columbia, any foreign country and/or any other part of the world as fully and to the same extent as natural persons might or could do, either alone, or in company with others, and at its option to have one or more offices and/or places of business as it desires within or without said state, in addition to its registered and principal place of business.

ARTICLES OF INCORPORATION

1

IDAHO SECRETARY OF STATE
02/11/2002 05:00
CK: 9327 CT: 70908 BH: 445341
1 @ 30.00 = 30.00 AMEND PROF # 2

C141544

3. All the foregoing provisions of these Articles are to be considered and construed both as objects and powers, and it is hereby expressly provided that the enumeration hereof of specific powers and objects shall not be held to limit or restrict in any manner the general purposes and powers of the corporation, provided, however, that nothing herein mentioned shall be deemed to authorize or permit the corporation to carry on any business or to exercise any power or to do any act which a corporation formed under the laws of Idaho, now or hereafter existing, may not, at the time lawfully carry on or do. It is the intention that the purposes, objects and powers specified in each of the paragraphs of these Articles shall, except as otherwise provided, in no wise be limited or restricted by reference to or inference from the terms of any other clause or paragraph in this Article contained or of any other provision of these Articles of Incorporation.

ARTICLE V.

The authorized capital stock of this corporation shall be 100,000 shares of non-assessable stock, with \$1.00 par value. The capital stock of the corporation shall not be assessable.

ARTICLE VI.

At the annual meeting of shareholders there shall be elected from the shareholders of this corporation, a Board of Directors consisting of such number of members, not less than two as shall be provided by the by-laws. The Directors shall hold office for the term of one year or until their successors are elected and qualified.

ARTICLE VII.

The following are the names and post office addresses of the incorporators and initial directors:

<u>Name</u>	<u>Address</u>
Justin Mason	496 South 52 East Idaho Falls, Idaho 83401
Brandon Mason	1024 West 81 South Idaho Falls, Idaho 83402

ARTICLE VIII.

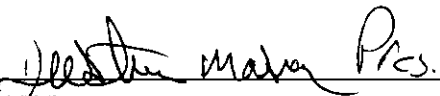
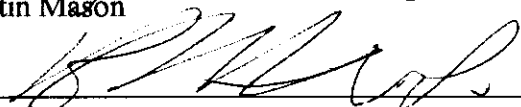
Subject always to by-laws made by the shareholders, the Board of Directors may make by-laws, and from time to time, may alter, amend or repeal any by-laws; but any by-laws made by

the Board of Directors may be altered or repealed by the shareholders at any annual meeting or any special meeting, provided notice of such proposed alteration or repeal by the shareholders be included in the notice of such special meeting of shareholder.

ARTICLE IX.

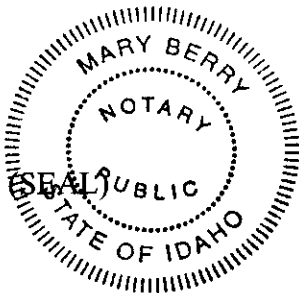
None of the corporation's shares have been issued and therefore these Amended and Restated Articles of Incorporations were adopted by all of the incorporators and initial Board of Directors at a special meeting held for that express purpose on January 28, 2002.

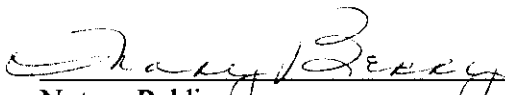
IN WITNESS WHEREOF, we, the undersigned, being the original incorporators of NorthWest Bio Tech Inc., have hereunto set our hands and caused these First Amended and Restated Articles to be executed in triplicate this 5th day of February, 2002.


Justin Mason

Brandon Mason

STATE OF IDAHO)
 :SS
County of Madison)

On this 5th day of February, 2002, before me, the undersigned, a Notary Public in and for said County and State, personally appeared **Justin Mason and Brandon Mason**, known and identified to be the persons whose names are subscribed to the foregoing First Amended Articles of Incorporation and acknowledged to me that they executed the same.




Notary Public
Residing at: *Bigby, Idaho*
My Commission Expires: *6/8/2005*