

FILED/EFFECTIVE

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SECRETARY OF STATE
STATE OF IDAHO

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**OF
MEGA HEALTH ENTERPRISES, CORP.**
AN IDAHO CORPORATION

IDAHO SECRETARY OF STATE
07/10/2001 09:00
CK: 3998 CT: 134246 BH: 487824
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C135494



The undersigned Incorporator of MEGA HEALTH ENTERPRISES, CORP. an Idaho Corporation, hereby amends and restates its Articles of Incorporation in their entirety. Said Articles of Incorporation were originally filed on September 8, 2000. This amendment is made pursuant to Idaho Code Section 30-1-1005; The Corporation has not yet issued shares.

The purpose of the amendment and restatement of the Articles of Incorporation, in their entirety is to (1) Change the name of the Corporation, (2) modify the capital structure and provide for the exchange of shares, (3) grant preemptive rights, (4) deny cumulative voting shares, (5) provide for indemnification and limited liability of directors, (6) allow transactions with interested parties under certain conditions, (7) provide for future modification of the bylaws and the articles of incorporation, and (8) modify the corporate purpose, as follows:

ARTICLE I – NAME

The name of this Corporation is "MEGA HEALTH ENTERPRISES, INC."

ARTICLE II – DURATION

This Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE IV – CAPITALIZATION

This Corporation shall have authority to issue an aggregate of one hundred thousand (100,000) shares of stock. This Corporation shall have one (1) class of stock. The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>CLASS</u>	<u>NUMBER</u>	<u>PAR VALUE PER SHARE</u>
Common	100,000	No Par Value

Each share of Common stock will have one (1) vote with equal rights to distributions, and equal rights to the net assets of the corporation upon liquidation.

ARTICLE V – PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI – CUMULATIVE VOTING

In all elections for Directors, shareholders shall be permitted to cumulate their votes. In such elections, shareholders shall have a number of votes equal to the number of shares of stock registered in the shareholder's name on the books of the corporation, multiplied by the number of Directors to be elected.

ARTICLE VII – INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Corporation, and the address of the Corporation's initial registered office, are as follows:

S. Layne Hess	445 Morning Sun Court Nampa, Idaho 83686
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ARTICLE VIII – DIRECTORS

The business of the Corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The number of directors of the Corporation shall be set forth in the Bylaws and may be altered from time to time by amendment of the Bylaws in a manner not prohibited by law. Until so changed, the number of directors shall be one (1). Directors do not need to be shareholders of the Corporation.

The initial board of directors of the Corporation shall consist of one (1) director. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
S. Layne Hess	445 Morning Sun Court Nampa, ID 83686

ARTICLE IX – INCORPORATORS

The name and address of the incorporator are as follows:

NAME

ADDRESS

S. Layne Hess

445 Morning Sun Court
Nampa, ID 83686

ARTICLE X – ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the corporation or to its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except liability for the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify and hold harmless each director for liability, as defined in Idaho Code § 30-1-850(5), to any person for any action taken, or any failure to take any action, as a director, except for:

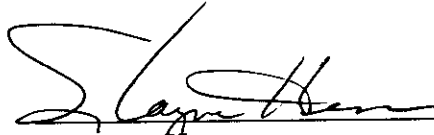
- (1) Receipt of a financial benefit to which he or she is not entitled;
- (2) An intentional infliction of harm on the corporation or the shareholders;
- (3) A violation of Idaho Code § 30-1-833; or
- (4) An intentional violation of criminal law.

ARTICLE XII – LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatsoever.

DATED the 30th day of May, 2001.

INCORPORATOR:


S. LAYNE MESS