

FILED EFFECTIVE

ARTICLES OF INCORPORATION

2004 JAN 20 PM 2: 22

OF

STATE
OF IDAHO

MMJ, INC.

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned does hereby act as the incorporator and adopts the following Articles of Incorporation.

Article I: The name of the corporation (hereinafter called the "corporation") is MMJ, INC.

Article II: The period of duration of the corporation shall be perpetual.

Article III: The purposes for which the corporation is organized shall be to transact and all any lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

Article IV: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which are of a par value of one dollar (\$1.00) each and classified as Common shares.

Article V: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VI: The address of the initial registered office of the corporation is 220 LaValle Strada, Pocatello, Idaho 83201, County of Bannock; and the name of the initial registered agent at such address is Michael Johnson.

IDAHO SECRETARY OF STATE
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Article VII: The number of directors constituting the initial Board of Directors is two; and the names and the addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

NAME

Michael Johnson

ADDRESS

220 LaValle Strada
Pocatello, Idaho 83201

Mary Johnson

220 LaValle Strada
Pocatello, Idaho 83201

Article VIII: The name and the address of each incorporator are as follows:

NAME

Zulma M. Howarth

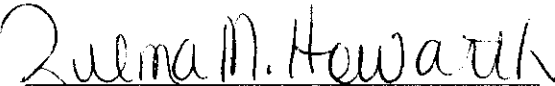
ADDRESS

PO Box 927, 51 Everett Drive
West Windsor, NJ 08550-0927

Article IX: The personal liability of all of the directors of the corporation is hereby eliminated to the fullest extent allowed as provided by the Idaho Business Corporation Act, as the same may be supplemented and amended.

Article X: The corporation shall, to the fullest extent legally permissible under the provisions of the Idaho Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Dated this 16th day of January, 2004.


Zulma M. Howarth, Incorporator