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**ARTICLES OF INCORPORATION
OF**

CLERK OF STATE
STATE OF IDAHO

POWER BRANDS, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST ARTICLE

The name of the corporation is Power Brands, Inc.

SECOND ARTICLE

The period of its duration is perpetual.

THIRD ARTICLE

The corporation is organized is for the purpose of transacting any and all other lawful business for which a corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH ARTICLE

This corporation is authorized to issue a total of ten million (10,000,000) shares (without par value) all of which shall be common voting stock.

Unless a resolution of the board of directors provides that reacquired shares shall constitute authorized but unissued shares, any shares reacquired by the corporation shall be treasury shares and may be held, used, resold, or disposed of free of any restrictions that would be imposed on the original issuance of shares of the corporation.

FIFTH ARTICLE

Shareholders shall have no preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

SIXTH ARTICLE

SEVENTH ARTICLE

The number of directors constituting the initial Board of Directors is one; and the name and address of the person who is to serve until the first annual meeting of the shareholders and until his successor is elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Orville Thompson	14067 West Hartford Drive Boise, Idaho 83712

EIGHTH ARTICLE

The name and address of the incorporator is as follows:

John M. Eustermann
877 West Main Street, Suite 1000
Boise, ID 83702

NINTH ARTICLE

The corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation in any manner now or hereafter prescribed or permitted by statute. All rights of stockholders of the corporation are granted subject to this reservation.

The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the corporation and to adopt new Bylaws, subject to repeal or change by vote of holders of a majority of shares of the corporation's Common Stock.

TENTH ARTICLE


At each election of directors, every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, one vote for each share owned by him. Shareholders have no right to vote their shares cumulatively in the election of directors.

ELEVENTH ARTICLE

A director of this corporation shall not be personally liable to this corporation or its shareholders for money damages, and the corporation shall indemnify such director against

Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

DATED this 11 day of November, 2002.


John M. Eustermann, Incorporator