

FILED EFFECTIVE

03 NOV 28 PM 2:32
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
WINSOME, INC.**

The undersigned, acting as incorporator under the Idaho Business Corporations Act, adopts the following Articles of Incorporation:

ARTICLE I.

NAME OF THE CORPORATION

The name of the corporation is WINSOME, INC. ("Corporation").

ARTICLE III.

PURPOSES OF THE CORPORATION

The Corporation is organized to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV.

SHARES

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	None

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is:

3301 Winsome Rd.
Boise, ID 83702

IDAHO SECRETARY OF STATE
11/28/2003 05:00
CK: 756 CT: 174666 BN: 714077
1 @ 100.00 = 100.00 CORP # 2

C 151908

and the name of its initial registered agent at such address is:

Jan A. George

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) and the names and addresses of the persons who are to serve as the initial Directors are:

Jan A. George	3301 Winsome Rd Boise, ID 83702
---------------	------------------------------------

Richard L. George	3301 Winsome Rd Boise, ID 8370
-------------------	-----------------------------------

ARTICLE VII.

INCORPORATOR

The name and address of the Incorporator is:

Jan A. George
3301 Winsome Rd
Boise, ID 83702

DATED this 26th day of November 2003.



Jan A. George, Incorporator