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Уовтоном выволяют выможения выможен

CERTIFICATE OF INCORPORATION OF

MEDDICAL HYGIENE SYSTEMS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 16, 1991



SECRETARY OF STATE

ARTICLES OF INCORPORATION

RECEIVED SEC. OF STATE

MEDICAL HYGIENE SYSTEMS, INC.

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The undersigned, being a citizen of the United States of America and over the age of eighteen (18) years, for the purpose of forming a corporation under the Idaho Business Corporation Act, states the following:

ARTICLE I Name

The name of this corporation shall be Medical Hygiene Systems, Inc.

ARTICLE II Registered Agent/Office

The registered agent is "Gregory M. Wilson, Attorney at Law". The registered office of this corporation in the State of Idaho is 2110 Ironwood Parkway, Coeur d'Alene, Idaho 83814.

ARTICLE III Purpose

The purpose for which this Corporation is organized is to engage in any and all lawful activity for which "for profit corporations" may be organized under the Idaho Business Corporations Act.

ARTICLE IV Authorized Stock

The Corporation is authorized to issue two classes of stock, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is Five Million (5,000,000), no par value. The total number of shares of Preferred Stock authorized to be issued is One Million (1,000,000) no par Any and all shares of stock may be 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. The Board of Directors shall have the authority pursuant to statutory authorization to set, by resolution, the particular designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restriction of any class of stock or any series of stock within any class of stock issued by this Corporation. The preferred stock will be non-voting, shall have a liquidation preference over the common stock, will be redeemable and shall be paid dividends before any common shares are entitled to the same.

ARTICLE V Duration

The Corporation's period of duration shall be perpetual.

ARTICLE VI Board of Directors

The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation, provided that the number of directors shall not be reduced to less than two (2), except that in cases where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than two (2) but not less than the number of stockholders.

The names and post office addresses of the first board of directors, which shall be one (1) in number are as follows:

<u>NAME</u>

ADDRESS

1. Cliff Noll

715 N. 13th St. Coeur d'Alene, ID 83814

The Board of Directors shall be limited to no less than two (2) nor more than nine (9), subject to the first paragraph above.

Directors of the Corporation need not be residents of the State of Idaho and need not own shares of the corporation's stock.

ARTICLE VII Authority of Board of Directors

In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

Subject to the bylaws, if any, adopted by the stockholders, to make, alter or amend the bylaws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and to cause to be executed mortgages and liens upon the real and personal property of this corporation.

ARTICLE VIII Shareholders' Meeting

Meetings of the stockholders may be held at such place within or without the State of Idaho, if the bylaws so provide. The book

of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Idaho at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

ARTICLE IX Incorporator

The name and post office address of the incorporator signing these Articles of Incorporation is set forth below:

NAME

ADDRESS

Gregory M. Wilson Attorney at Law 2110 Ironwood Parkway Coeur d'Alene, ID 83814 or W. 316 Boone Ave., Ste. 250 Spokane, WA 99201

ARTICLE X Indemnification

The Corporation shall, to the fullest extent permitted by the Idaho Business Corporations Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under this section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by this section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, 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 officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Pursuant to statutory authority, the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation.

ARTICLE XI <u>Director Indemnification for Breach of Fiduciary Duty</u>

To the fullest extent permitted by the Idaho Business Corporation Act as the same exists or may hereafter be amended, a director of officer of this Corporation shall not be personally

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liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer.

ARTICLE XII Non-Assessable Stock

The capital stock of this Corporation shall not be assessable to pay the debts of the Corporation.

ARTICLE XIII No Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares of stock held by him, for as many persons as there are directors to be elected. No cumulative voting for directors shall be permitted.

ARTICLE XIV No Preemptive Rights with Common Stock Preemptive Rights for Preferred Stock

All shareholders are denied preemptive rights regarding additional shares of Common Stock of this Corporation. Pre-emptive rights may be granted in respect to any issued Preferred Stock, Options or Warrants.

ARTICLE XV Related Party Transactions

No contracts or other transactions between the corporation and any other corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and

Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

ARTICLE XVI Right to Amend Articles

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders and directors are subject to this reserved power.

State of Washington) BB. County of Spokane _ day of On this 3 me, the undersigned, a Notary Public in and for the State of Washington, personally appeared Gregory M. Wilson, personally known to me, to be the person whose name is subscribed to this instrument, are at the person that he executed it. Notary Public in and for the State of Washington, residing at Spokane. My commission expires:

3-10-92