

FILED/EFFECTIVE**ARTICLES OF INCORPORATION**

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OF

SECRETARY OF STATE

BIO PHOTON ENGINEERING AND RESEARCH, P.A. STATE OF IDAHO

The undersigned hereby certifies and adopts the following Articles of Incorporation for the purpose of forming a corporation under the Idaho Professional Service Corporation Act, Title 30, Chapter 13, of the Idaho Code.

ARTICLE I

The name of this Corporation shall be "BIO PHOTON ENGINEERING AND RESEARCH, P.A." and its existence shall be perpetual.

ARTICLE II

This Corporation shall engage in the business of rendering engineering and research services, and allied professional services through its duly licensed or otherwise legally authorized employees and agents in accordance with Title 30, Chapter 13, of the Idaho Code and it shall have unlimited power to perform any act permitted by the Idaho Professional Service Corporation Act (the "Act"), as amended.

ARTICLE III

3.1 This Corporation shall not issue, nor shall any shareholder sell or otherwise transfer shares in this Corporation, except to an individual who is duly licensed or otherwise legally authorized to practice engineering under the laws of Idaho.

3.2 Shares in this Corporation shall be issued, sold, or otherwise transferred only after such issuance, sale, or transfer has been approved by a majority of the outstanding shares at a meeting specially called for such a purpose pursuant to Idaho Code Section 30-1310 (or successor statute).

3.3 The Board of Directors of this Corporation may adopt Bylaws further restricting alienation of the shares of this Corporation.

ARTICLE IV

Shareholders of this Corporation shall have cumulative voting rights in elections of Directors.

ARTICLE V

5.1 The location and postal address of the registered office of this Corporation in this State shall be 1322 W. Kathleen Avenue, Suite 2, Coeur d'Alene, Idaho, 83815.

5.2 The registered agent of this Corporation at that address shall be Steven C. Wetzel.

ARTICLES OF INCORPORATION OF BIO PHOTON ENGINEERING AND RESEARCH, P.A.
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IDAHO SECRETARY OF STATE

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ARTICLE VI

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6.1 The aggregate number of shares which this Corporation shall have authority to issue is 100,000 shares.

STATE OF IDAHO

6.2 Such shares shall consist of one class only, to be known as common stock, with no par value.

6.3 The Corporation may purchase its own shares from the available unreserved and unrestricted earned surplus.

ARTICLE VII

7.1 The number of Directors of this Corporation shall be fixed in the Bylaws in accordance with the Act and may be changed from time to time by amending the Bylaws.

7.2 In compliance with the Idaho Business Corporation Act, this Corporation may enter into, contract and otherwise transact business, as vendor, purchaser, or otherwise, with one or more of its Directors, officers, or shareholders or with any corporation, association, firm or entity in which one or more of them are or may become interested as Directors, officers, shareholders, members or otherwise.

7.3 Directors of the Corporation shall be one (1), and the names and addresses of the persons who are to serve as Directors are:

NAME**ADDRESS**

James A. Kimball

579 W. Hayden Avenue
Hayden Lake, Idaho 83835

7.4 The term of the first Directors shall be until the first annual meeting of the shareholders of this Corporation or until their successors are elected and qualified.

7.5 The Directors of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages arising from breach of fiduciary duty as a Director, except this limitation on liability shall not apply to.

- (i) any breach of the Director's duty of loyalty;
- (ii) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law;
- (iii) liability provided for under Idaho Code Section 30-1-48; or
- (iv) any transaction from which the Directors derive an improper personal benefit.

This limitation on liability shall not apply to any act or omission occurring before the effective date of this Article. If the Idaho Code is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the

liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Idaho Code, as so amended. Any repeat or modification of the foregoing paragraph 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.

7.6. The Corporation has the power to indemnify, and to purchase and maintain insurance for, its Directors, officers, trustees, employees, and other persons and agents.

7.7. Shareholders of this Corporation are expressly and exclusively authorized to make, alter, and repeal the Bylaws of this Corporation. The vote of the shareholders to change or change such Bylaws shall require an approval of sixty-six and two-thirds percent (66 2/3%) of the outstanding shares entitled to vote.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAME

ADDRESS

Ronald P. Ringel

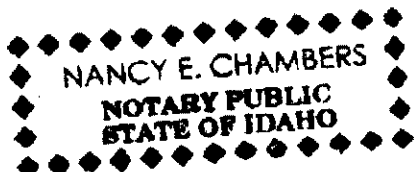
1322 W. Kathleen Avenue
Coeur d'Alene, Idaho 83815

Ronald P. Ringel

Ronald P. Ringel

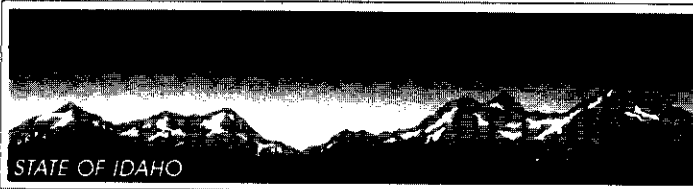
STATE OF IDAHO)
)ss
County of Kootenai)

Jeannette I, Nancy E. Chambers, a Notary Public, do hereby certify that on this 1st day of January, 2000, personally appeared before me, RONALD P. RINGEL, who, being by me first duly sworn, declared that he signed the foregoing document and that the statements therein contained are true.



Nancy E. Chambers

Notary Public for the State of Idaho
Residing at: *Coeur d'Alene, ID*
My Commission Expires: 10-31-2003



**BOARD OF PROFESSIONAL ENGINEERS
AND PROFESSIONAL LAND SURVEYORS**

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705-1242
(208) 334-3860 TDD RELAY 1-800-377-3529

December 14, 1999

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Tonya Herold

Dear Ms. Herold:

Pursuant to Idaho Code 54-1235, this is to notify you that Biophoton Engineering and Research, P.O. Box 33, Hayden, ID 83835 is eligible to receive a Certificate of Authorization to practice engineering in the State of Idaho as a corporation.

Sincerely,

Linda A. Bowcutt
Administrative Secretary

cc: Biophoton Engineering and Research

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