



**CERTIFICATE OF INCORPORATION
OF**

BIOMARK 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: July 13, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabela*

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ARTICLES OF INCORPORATION

of

BIOMARK INC.

We, the undersigned, all being citizens of the United States of America, hereby associate ourselves together for the purpose of forming a corporation pursuant to Chapter 1 of Title 30 of the Idaho Code and all acts supplemental thereto and amendatory thereof, and we do hereby adopt and certify the following Articles of Incorporation, to wit:

ARTICLE I

(Name)

The name of this corporation shall be BIOMARK INC.

ARTICLE II

(Duration)

The term of existence of this corporation shall be perpetual.

ARTICLE III

(Purpose)

The corporation's purposes are:

(a) To develop and/or install and/or advise in the development and/or installation and/or marketing of Pit Tag Mechanisms and hardware for the purposes of tagging and/or verifying the passage of fish through dams, spillways, slews, etc.

RAPAICH, KNUTSON & CHAPMAN
LAWYERS
1109 F STREET
LEWISTON, IDAHO 83501
NEZPERCE, IDAHO

(b) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment, or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, lot, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign, and in all ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing) deal in and with property or every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and

appurtenant thereto, including but not limited to mineral, oil, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants, and employees; to enter into agreements of employment and collective bargaining agreements; and to act as agent, contractor, trustee, factor, or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform, and carry out contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may

deem calculated, directly or indirectly, to improve the interests of this corporation, and to do all things specified in section 30-1-54 of the Idaho Code and to have and to exercise all powers conferred by the law of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations, or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE IV
(Capital Stock)

The total authorized capital stock of this corporation is the sum of Two Hundred Dollars (\$200.00) divided into Two Hundred (200) shares of the par value of One Dollar (\$1.00) per share. Such capital stock may be issued by the corporation from time to time for such consideration as labor, service, money, or property, real or personal, as may be fixed from time to time by the board of directors. The stock of this corporation shall be nonassessable.

Any restrictions as to the transfer and/or alienation of the issued stock of the corporation shall be set forth in the bylaws of the corporation.

ARTICLE V
(Registered Office)

The address of the registered office of the corporation is 1109 F Street, Lewiston, Idaho, and the name of the registered agent at that address is Scott Chapman.

ARTICLE VI
(Incorporators)

The names and post office addresses of the incorporators (who are all of legal age) are as follows:

<u>Name</u>	<u>Address</u>
Dolores L. Chapman	Post Office Box AL, McCall, Idaho
Donald W. Chapman	Post Office Box AL, McCall, Idaho
Marrietta J. Park	11042 Forest Lane NE, Bainbridge Island, Washington
Donn L. Park	11042 Forest Lane NE, Bainbridge Island, Washington

The four incorporators so named and residing as above stated shall serve as the initial directors and shall manage and control the affairs of the corporation until the first annual meeting of shareholders or until their successors are elected and qualify.

ARTICLE VII

(Officers)

The officers of this corporation shall consist of a president, vice president, secretary, treasurer, and such other officers as the board of directors of the corporation shall deem necessary (or such lesser numbers of officers as may be allowed by law), and the said officers shall be elected by the board of directors and hold office at the pleasure of said board. Each of the officers shall have such powers as may be conferred upon him by the bylaws of the corporation.

IN WITNESS WHEREOF we have hereunto set our hands and
seals this 9th day of July, 1990.

Dolores L. Chapman
Dolores L. Chapman

Donald W. Chapman
Donald W. Chapman

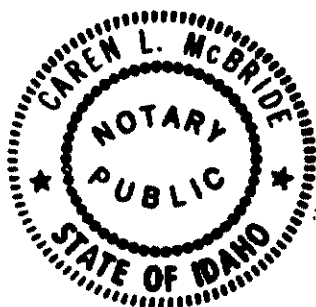
Marietta J. Park
Marietta J. Park

Donn L. Park
Donn L. Park

STATE OF IDAHO)
 : ss.
County of Valley)

On this 9th day of July, 1990, before me, the
undersigned notary public in and for the State of Idaho,
personally appeared DOLORES L. CHAPMAN, DONALD W. CHAPMAN,
MARRIETTA J. PARK, and DONN L. PARK, known to me to be the
persons whose names are subscribed to the within articles of
incorporation and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF I have hereunto set my hand and
affixed my official seal the day and year in this certificate
first above written.



Caren L. McBride
Notary Public in and for the
State of Idaho, residing at
Boise, Id.
Commission expires June 24, 1992