

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NOCEMEN, INC.**

98 OCT 29 AM 9:33  
CLERK OF STATE  
STATE OF IDAHO

Pursuant to resolution duly adopted by the Board of Directors of NOCEMEN, Inc., the following Restated Articles of Incorporation amend all Articles of Incorporation heretofore existing and these Restated Articles of Incorporation.

The undersigned, being over the age of eighteen (18) years, hereby certify and adopt the following Restated and Amended Articles of Incorporation on the 1st day of October, 1998:

**ARTICLE I**

The name of this Corporation shall be **NOCIMEN, INC.**, and its existence shall be perpetual.

**ARTICLE II**

This Corporation shall have unlimited power and purpose to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, as amended, under the provisions of which this Corporation is incorporated.

**ARTICLE III**

Shareholders of this Corporation shall have preemptive rights to acquire additional shares offered for sale by this Corporation.

**ARTICLE IV**

There is one class of shares that being common stock of the corporation and all such issued and outstanding shares entitled to vote are as follows:

	<u><b>FOR</b></u>	<u><b>AGAINST</b></u>
JAMES BURCHAM	100 SHARES	0

All of such shares issued and outstanding as set forth above were unanimously for the amendments provided herein with no shares voting against.

AMENDED & RESTATED ARTICLES OF  
INCORPORATION - NOCEMEN, INC.

IDAHO SECRETARY OF STATE  
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#### ARTICLE V

Shareholders of this Corporation shall not have cumulative voting rights.

#### ARTICLE VI

The registered agent of this Corporation shall be Paul W. Daugharty, Attorney at Law, and the mailing address of said registered agent is 110 E. Wallace Avenue, Coeur d'Alene, Idaho 83814.

#### ARTICLE VII

1. The aggregate number of shares which this Corporation shall have authority to issue is ONE MILLION (1,000,000) shares.

2. Such shares are to consist of one class only, to be known as common stock, and such shares are to have no par value per share.

3. Said common stock qualifies under Section 1244 of the Internal Revenue Code, as amended, and shall be and hereby is "1244" stock.

4. Corporation shall have the right to purchase its own shares from the unreserved and unrestricted capital surplus available, as well as from the unreserved and unrestricted earned surplus available.

#### ARTICLE VIII

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

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.

3. The first Director of this Corporation shall be ONE (1) in number and his address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES BURCHAM	312 Remington Court Sandpoint, ID 83864

