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STATE OF IDAHO

**ARTICLES OF INCORPORATION OF**

**BIO-EARTH ELEMENTS, INC.**

THE UNDERSIGNED, Acting as incorporators of a corporation under the Idaho Business Incorporation Act, adopt the following Articles of Incorporation for such corporation.

**FIRST:** The name of the corporation is BIO-EARTH ELEMENTS, INC.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purposes of the Corporation shall be to treat soil and provide feed additives for agricultural purposes. The Corporation shall further have the power to engage in any and all other types of businesses and business pursuits which may in the opinion of the officers, directors and stockholders be for the general benefit of the Corporation. In carrying out these purposes, the Corporation shall have all lawful powers now or hereafter conferred by the laws of the State of Idaho upon corporations generally. The Corporation is further authorized to transact any or all other lawful businesses for which corporations may be incorporated under the Idaho Business Corporation Act.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares.

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**FIFTH::** The address of the initial registered office of the corporation is 817 Walnut Street North, Twin Falls, Idaho, 83301, and the name of its initial registered agent at such address is Kirby L. Koop.

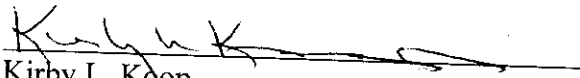
**SIXTH:** The number of directors constituting the initial board of directors of the corporation is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Kirby L. Koop	817 Walnut Street North Twin Falls, ID 83301

**SEVENTH:** The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Kirby L. Koop	817 Walnut Street North Twin Falls, ID 83301

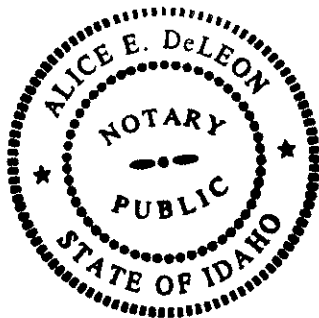
DATED This 13th day of November, 2001.

  
Kirby L. Koop

STATE OF IDAHO                    )  
  ) ss.  
County of Twin Falls            )

On this 13th day of November, 2001, before me, the undersigned Notary Public in and for said County and State, personally appeared Kirby L. Koop, known or identified to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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



Alice E. DeLeon  
NOTARY PUBLIC FOR IDAHO  
Residing at: Filer, Idaho  
Comm. Expires: 7/16/04