

**ARTICLES OF INCORPORATION
OF
MERLIN'S FORGE, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

WE, THE UNDERSIGNED natural persons of the age of 18 years or more and a residents of the State of Idaho, acting as incorporators under the Idaho Business Corporation Act, I.C. §30-1-101 et.seq. (hereinafter the "act") hereby adopt and proclaim the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be **Merlin's Forge, Inc.** (hereinafter "the Corporation").

ARTICLE II

Duration

The term for which the Corporation shall exist is perpetual.

ARTICLE III

Purpose

The purpose of the organization is to engage in all lawful business, including but not limited to manufacturing, distribution and sales of products and all activities associated therewith. Further, the Corporation shall be empowered to engage in all activities of any legal nature whatsoever which are reserved to corporations in the Idaho Business Corporation Act.

ARTICLE IV

Stock

The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of common stock having no par value. All stock of the Corporation shall be of the same class, common, and shall have the same rights and preferences. Fully paid stock of the Corporation shall not be liable to any further call or assessment..

In the initial issue of stock in the Corporation, 2000 of commons stock shall be issued to the incorporators, with One Thousand (1000) issued to Kevin M. Turner and One Thousand (1000) issued to Gwendolyn Turner, for and in consideration of capital contributions paid, and/or labor and services actually performed to date for the benefit of the Corporation.

ARTICLE V

Pre-emptive Rights

The Shareholders shall have pre-emptive rights to acquire unissued shares of the Corporation in the manner and subject to the limitations prescribed by these Articles, and not otherwise before the Board of Directors shall issue any unissued shares of the stock of the Corporation, it shall notify each shareholder of the proposed issuance and of the terms and conditions under which shares are proposed to be issued. For a period of thirty (30) days after the giving of such notice, any Shareholder shall have the right, on the same terms and conditions as are stated in the notice, to acquire such portion of the shares proposed to be issued as the shares held by such Shareholder bear to the total shares issued and outstanding at the time such notice is given. Such right shall be exercised by giving notice of such election to the Corporation at its registered office. If any Shareholder does not give notice of his or her election to acquire such shares within such thirty (30) day period, the shares may be issued to others, but only on terms and conditions no more favorable than the terms and conditions stated in the notice to the Shareholders. The Shareholders shall have pre-emptive rights to acquire treasury shares, shares issued in payment for property, tangible or intangible and real or personal, or shares issued in performing an incentive option granted to officers or employees of the Corporation or officers or employees of any subsidiary corporation.

ARTICLE VI

Amendment

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Shares entitled to vote on such amendment.

ARTICLE VII

Shareholders' Rights

The authorized and treasury stock of the Corporation may be issued at such time and upon such terms and conditions and for such consideration as the Board of Directors shall determine.

ARTICLE VIII

Commencing Business

The Corporation shall not commence business until consideration of the value of at least One Thousand Dollars (\$1,000.00) in cash, services or property has been received by the Corporation for

the issuance of shares.

ARTICLE IX

Directors

The initial Board of Directors shall consist of two (2) directors. All directors must be Shareholders. When the number of Shareholders increases the number of directors may be increased pursuant to the by laws, but not to exceed five (5).

ARTICLE X

Registered Office and Agent

The initial registered office of the Corporation in the State of Idaho is to be located at Kevin M. Turner, 592 Main, Bern, Idaho 83220.

ARTICLE XI

Incorporators

The names and addresses of the original incorporator is:

Kevin M. Turner
592 Main
Bern, Idaho 83320

Gwendolyn Jean Turner
592 Main
Bern, Idaho 83220

ARTICLE XII

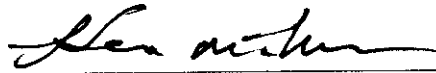
Officers

The names and addresses of the original officers are as follows:

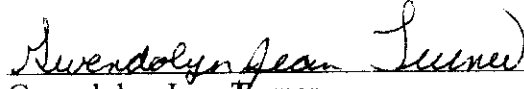
Kevin M. Turner, Director and President
592 Main
Bern, Idaho 83320

Gwendolyn Jean Turner, Director and Secretary
592 Main
Bern, Idaho 83220

IN WITNESS WHEREOF WE, the Incorporators, execute these Articles of Incorporation in triplicate this 07 day of March, 2005, and accept appointment as registered agent.



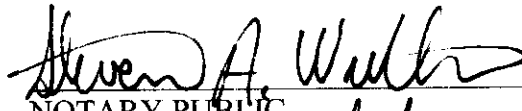
Kevin M. Turner



Gwendolyn Jean Turner

STATE OF IDAHO)
 :SS.
COUNTY OF BEAR LAKE)

ON THE 07 day of March, 2005, personally appeared before me, the undersigned notary, Kevin M. Turner and Gwendolyn Jean Turner, the signers of the foregoing Articles of Incorporation, who, being first duly sworn upon oath, acknowledged to me that they signed the same voluntarily and for its stated purpose.



NOTARY PUBLIC

Residing at Bear Lake County

Comm Exp. 10/27/2010