

ARTICLES OF INCORPORATION
OF
BIDACHE, INC.

FILED

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WYOMING
SECRETARY OF STATE

ARTICLE I

The name of the corporation is Bidache, inc.

ARTICLE II

The preiod of duration of the Corporation shall be perpetual.

ARTICLE III

The purpose of the Corporation is to engage in any or all lawful business or to do any lawful act for which corporations may be organized under the Wyoming Business Corporation Act.

ARTICLE IV

The amount of the total number of authorized shares is 50,000 of \$1 par value.
No distinction shall exist between the shares of the Corporation.

ARTICLE V

The Corporation shall not commence business until consideration of the value of five hundred dollars or more has been recieved for the issuance of shares.

ARTICLE VI

The name and address of the incorporator is as follows:
Jaafar H. Darwiche, P.O. Box 304 Jackson Wyoming 83001

ARTICLE VII

The address of the initial registered office and the name of the initial registered agent is as follows: 157 north Cache St. Box 304, Jackson Wyo. Jaafar Darwiche, Jackson Wyoming

ARTICLE VIII

The name and address of the person who is to serve as director until the first annual meeting of the stockholders or until his successor or successors are elected and and qualify is as follows:
Jaafar H. Darwiche, p. O. Box 304, Jackson Wyoming 83001
There shall be no more than 3 directors to be elected at the annual

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meeting of shareholders next following the time when the shares of the Corporation become owned beneficially or of record by more than one or two shareholders as the case may be, or at a special meeting called for the election of directors after such time. The number of directors shall equal the number of shareholders if three or less.

ARTICLE IX

- a) All of the Corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than (10) ten persons.
- b) Each shareholder of this corporation shall be entitled to full pre-emptive or preferential rights, as such rights are defined by law, to subscribe for or purchase his proportional part of any shares which may be issued at any time by this corporation.
- c) Each stockholder shall offer to the Corporation or to other stockholders of the Corporation a thirty day "first refusal" option to purchase his stock should he elect to sell his stock.

ARTICLE X

The Corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the United States Securities Act of 1933 as it may be amended from time to time.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Wyoming do make, file and record these articles, and do certify that the facts herein stated are true; and I have accordingly hereto set my hand.

Dated at 3/30/84

State of Wyoming

County of Teton

J. H. Darwiche

STATE OF... Wyoming..
COUNTY OF... Teton.. SS

I, Marcia E. Jurekovic, a notary public, hereby certify that on the 30th day of March, 1984, personally appeared before me J. H. Darwiche who being by me first duly sworn, declared that he is the Director of Bidache, Inc., that he signed the forgoing document as Director of the corporation and that the statements therein contained are true.

..... Marcia E. Jurekovic
Notary Public

