

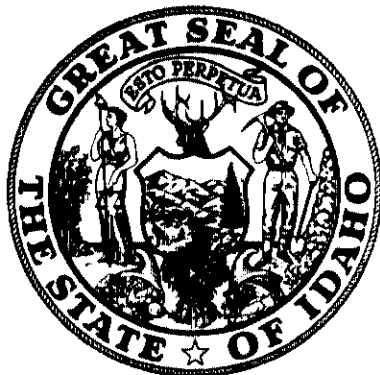
CERTIFICATE OF INCORPORATION  
OF

PRECISION BOOT, 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: June 21, 1990



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Elizabeth M. Zasala*

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ARTICLES OF INCORPORATION  
OF  
PRECISION BOOT, INC.

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PRECISION BOOT, INC.

THIS IS TO CERTIFY that we, the undersigned, hereby incorporate pursuant to the Laws of the State of Idaho providing for the formation of corporations for profit, for the purpose and with the powers hereinafter stated.

I

The name of the corporation is:  
PRECISION BOOT, INC.

II

The general nature of and purpose of this corporation shall be the manufacture and sale of custom fit ski boots and the performance of any and all activities generally associated thereto; and also

To engage in any activity or business permitted under the Laws of the United States and of this State.

III

The existence of the corporation is to be perpetual.

#### IV

The principle place of business of this corporation shall be: 106 Lloyd Dr. Ketchum, Idaho 83333 and branch offices may be located in other place as may be designated from time to time.

#### V

The amount of capital with which this corporation shall commence business shall be no less than Five Hundred Dollars (\$500.00).

#### VI

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

#### VII

Each holder of Common stock of this corporation shall be entitled to ONE (1) vote for each share of common stock held.

#### VIII

Initially, this corporation shall have ONE (1) director. The number of directors may be increased or decreases from time to time.

IX

Provisions for the regulation of the internal affairs of the corporation shall be as set out in the Bylaws of the corporation.

X

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes, and all the rights conferred upon the stockholders herein are granted subject to this reservation.

XI

The name and street address of the Registered Agent of this corporation is:

Steven J. Ashburn      Box 4200  
106 1<sup>st</sup> St. Dr.  
Ketchum, Idaho 83340

XII

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 of the corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Steven J. Ashburn      Box 4200  
Ketchum, Idaho 83340

XIII

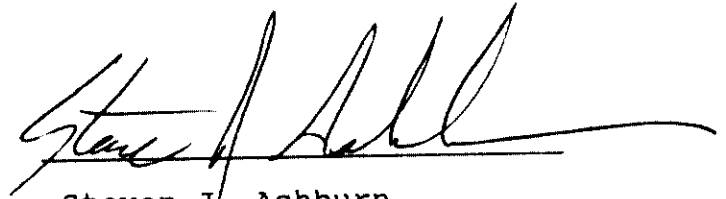
The names and mailing addresses of the  
incorporators are as follows:

Steven J. Ashburn

Box 1926

Ketchum, Idaho 83340

WE THE UNDER SIGNED, being the original  
subscribers to the capitol stock hereinabove  
named, for the purpose of forming a corporation to  
do business both within and without the State of  
Idaho, do make , subscribe acknowlege and file  
these Articles of Incorporation, hereby declaring  
and certifying that the facts herein are true, and  
accordingly have set our hands and seals this 13th  
day of June, 1990.

A handwritten signature in black ink, appearing to read 'Steven J. Ashburn', written over a horizontal line.

Steven J. Ashburn

STATE OF IDAHO )

: ss.

County of BLAINE )

On this 13th day of June, 1980, before me,  
the undersigned, a Notary for said state,  
personally appeared Steven J Ashburn, known or  
identified to me to be the persons whose names are  
subscribed to the within instrument, and  
acknowledged to me that they executed the same.

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

Dorothy Hickman

Notary Public for IDAHO ,

Residing at Ketchum, IDAHO,

My comission expires 10/94 .