



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

POWER TOOL & MACHINERY CO.

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: March 29, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Manley*

ARTICLES OF INCORPORATION

OF

POWER TOOL & MACHINERY CO.

MAR 29 3 28 PM '88
SECRETARY OF STATE

The undersigned, acting as the incorporator of POWER TOOL & MACHINERY CO., a corporation organized under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is POWER TOOL & MACHINERY CO.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue of Two Hundred Thousand (200,000) shares of common stock with \$1.00 par value.

ARTICLE V

The address of the initial registered office of the corporation is 2506 South Orchard, Boise, Idaho 83705, and the name of its initial registered agent at such address is WILLIAM J. STEPHAN.

ARTICLE VI

Shareholders shall have a preemptive right to acquire unissued

or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares as provided under the Idaho Business Corporation Act.

ARTICLE VII

If at any time the holders of a majority or more of the shares of the corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the corporation or any part thereof to which agreement the corporation shall become a party, the corporation shall thereupon observe and carry out on its part the terms of any such agreement and shall refuse to recognize any sale, transfer, assignment, pledge or hypothecation of any of the shares covered by such agreement, unless the same is in conformity with the terms and conditions of such agreement. Provided, however, that a copy of such agreement shall be filed in the principal office of the corporation, and provided further that notice of the existence of such provision shall be noted conspicuously on the face or back of each and every certificate of shares subject to terms and conditions of any such agreement.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and address of such persons who are to serve as directors until the first meeting of shareholders or until their successors are elected are and shall qualify are as follows:

William J. Stephan
2506 S. Orchard
Boise, Idaho 83705

Robert J. Zweifel
2506 S. Orchard
Boise, Idaho 83705

Charles W. Stephan
2506 S. Orchard
Boise, Idaho 83705

ARTICLE IX

The name and address of the incorporator is as follows:

Z&D CORPORATION, a Nevada corporation
2506 S. Orchard
Boise, Idaho 83705

IN WITNESS WHEREOF, the undersigned have hereunto executed
these Articles of Incorporation this 29 day of March, 1988.

Z&D CORPORATION


William J. Stephan, President

STATE OF IDAHO)
 : ss.
County of Ada)

On this 29 day of March, 1988, before me, the undersigned
Notary Public in and for said State, personally appeared WILLIAM
J. STEPHAN, known or identified to me to be the President of Z&D
CORPORATION, the corporation that executed the foregoing
instrument, and acknowledged to me that he executed the same for
and on behalf of said corporation.

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



Notary Public for Idaho
Residing at Boise, Idaho

My Commission Expires: 2-20-91