



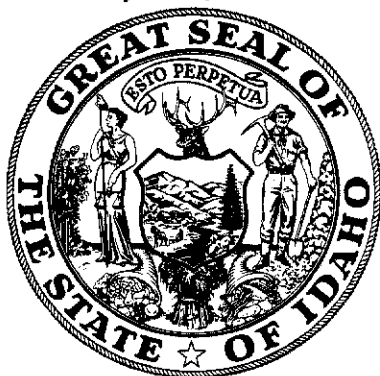
CERTIFICATE OF INCORPORATION
OF

NATIONAL TOOL, 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: May 22, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by *Sandra A. Hant*

ARTICLES OF INCORPORATION

OF

NATIONAL TOOL, INC.

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SECRETARY OF STATE

SECRETARY OF STATE

KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of the State of Idaho, relating to private corporations; and to that end, do hereby adopt these Articles of Incorporation, as follows:

ARTICLE ONE:

The name of this Corporation shall be NATIONAL TOOL, INC., An Idaho Corporation.

ARTICLE TWO:

This corporation shall have perpetual existence.

ARTICLE THREE:

The nature of business, objects and purposes to be transacted, promoted or otherwise engaged in by this corporation is any lawful business activity or enterprise, within or without the State of Idaho or within or without the UNITED STATES.

ARTICLE FOUR:

This Corporation is authorized to issue only one class of stock which shall be designated as capital stock. The total number of shares of capital stock that this corporation is authorized to issue is SIX HUNDRED THOUSAND SHARES (600,000) with a par value of TEN DOLLARS PER SHARE (\$10.00).

ARTICLE FIVE:

No distinction shall exist among the shares of this corporation or the pro rata rights of the respective holders of each share. Holders of each share pro rata have the same restrictions. All shares shall be deemed voting shares, and holders of said shares are entitled to cumulate their votes in electing members of the Board of Directors.

1 National Tool, Inc.
2 PAGE (2)
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3 ARTICLE SIX:

4 This corporation shall not issue any shares of pre-
5 ferred or special class of stock, or stock in series.

6 ARTICLE SEVEN:

7 No preemptive right shall be denied to any share-
holder.

8 ARTICLE EIGHT:

9 None of the said shares of stock of this corp.-
10 oration shall, after the purchase price of the stock has been fully paid
11 up, be subject to assessment to pay the debts of this corporation. Any
12 shares of stock of which this corporation is authorized to issue, shall
13 not be assessable or assessed in any manner for any cause.

14 ARTICLE NINE:

15 The name and address of the incorporator signing these
articles of incorporation and resident agent at office address.

16 ROBERT L. HUDDLESTON
17 4090 State Street, Suite 22
18 Boise, Idaho 83703

19 ARTICLE TEN:

20 The members of the governing board of this corporation
shall be known and styled as "DIRECTORS". The name and address of the
21 First Board of directors, consisting of three members are as follows:

22 ROBERT L. HUDDLESTON
1723 Prospect Street
23 Lewiston, Idaho 83501

GARRY F. JERVIS
13800 Alder Drive
Perris, Ca. 92370

24 ANNE W. HUDDLESTON
1415 Junipter Hill Road
25 Pocatello, Idaho 83201

26 ARTICLE ELEVEN:

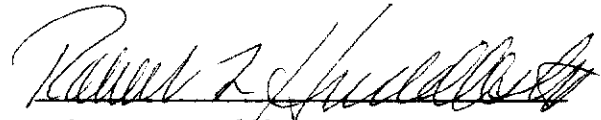
27 The Board of Directors shall have the power and
28 authority with consent in writing, and pursuant to the vote of the
holders of 100% of the capital stock issued and outstanding to sell,

1 Page Three (3)
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3 assign, transfer, or otherwise dispose of the whole property, assets,
4 and business of this corporation, but may not otherwise dispose of the
5 whole property, assets and business of this corporation. The Board of
6 Directors shall have the authority to fix amount in cash or otherwise to
7 be reserved as working capital, and to authorize and cause to be executed
8 mortgages and liens upon the property and assets of this corporation.

9 IN WITNESS WHEREOF, I have hereunto subscribed my name this

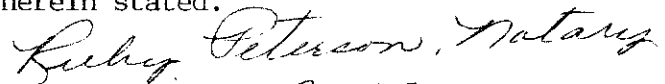
10 ~~30th~~ day of APRIL, 1987

11 
12 Robert L. Huddleston

13 STATE OF IDAHO

14 COUNTY OF Nez Perce

15 On this 30 day of April, 1987, personally appeared
16 before me, a Notary Public, ROBERT L. HUDDLESTON who acknowledged to me
17 to be the person signing the foregoing instrument, and signed freely
18 and voluntarily for the purposes therein stated.

19 
20 april 9-87
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