

97 AUG 29 11:13:27
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
POWERLINE DESIGNS, INC.

The undersigned, CRAIG W. STORY, being qualified as an incorporator of a corporation under the Idaho Business Corporate Act, of legal age, enters into these Articles for the purpose of forming a corporation under the laws of the State of Idaho, and does hereby make, adopt, execute, and acknowledge these Articles of Incorporation as follows:

ARTICLE I: Corporate Name

The name of the corporation shall be POWERLINE DESIGNS, INC.

ARTICLE II: Shares

The corporation shall have authority to issue 500,000 shares of common voting stock.

ARTICLE III: Initial Registered Office and Registered Agent

The initial registered office of the corporation shall be located at 1808 Janelle, Sandpoint, Idaho 83864. The initial registered agent at the address shall be CRAIG W. STORY.

ARTICLE IV: Initial Board of Directors

The number of directors of this corporation shall be not less than one nor more than nine. The initial Board of Directors of this corporation shall consist of one board member, who shall be CRAIG W. STORY, whose address is Post Office Box 357, Ponderay, Idaho 83852, who shall be the initial chairperson of the Board of Directors, and who shall serve as the Board of Directors until the first annual meeting of shareholders or until the successor has been elected and qualified.

IDAHO SECRETARY OF STATE
08/29/1997 11:00
CK: 3854 CT: 38773 BH: 34268
100.00 100.00 0.00

0120721

ARTICLE V: Incorporator

The name and address of the incorporator of this corporation is CRAIG W. STORY, Post Office Box 352, Ponderay, Idaho 83852.

ARTICLE VI: Corporate Purpose

The purpose for which this corporation is organized is the transaction of any and all lawful business.

ARTICLE VII: Cumulative Voting

All shareholders are entitled to cumulate their votes for directors.

ARTICLE VIII: Preemptive Rights

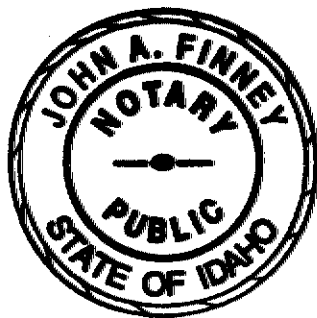
All shareholders are entitled to preemptive rights.

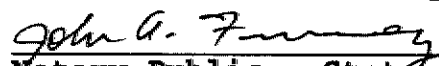
IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of August, 1997.


CRAIG W. STORY
Incorporator

STATE OF IDAHO)
 : ss.
County of Bonner)

On this 27th day of August, 1997, before me, the undersigned Notary Public, personally appeared CRAIG W. STORY, known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same.




Notary Public - State of Idaho
Residing at SANDPOINT
My Commission expires Oct. 15, 2002