

Department of State.

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, JAS. H. YOUNG, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

COMMERCIAL CONTROLS CORPORATION

a corporation duly organized and existing under the laws of **Delaware** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **20th** day of **January** **1958**, a properly authenticated copy of its articles of incorporation, and on the **20th** day of **January** **1958**, a designation of **J. L. Eberle** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **20th** day of **January**, A.D. 19**58**.

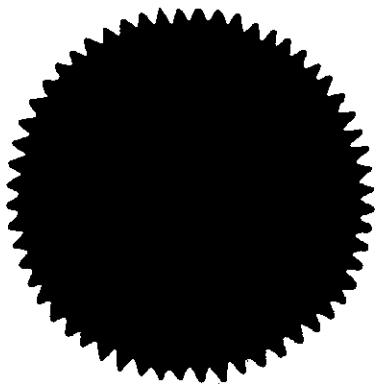
Secretary of State.



Office of Secretary of State.

I, John N. McDowell, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing correspondence, will, and
includes all of the provisions of the Constitution of Incorporation
of the "Delaware State Bank", as amended and filed in
this office the twenty-second day of April, A. D. 1904, as amended
A. D. as amended and in effect on January 10, 1906.

In Testimony Whereof, I have hereunto set my hand
and official seal of the State of Delaware in the
presence of my fellow citizens in the
year of our Lord one thousand nine
hundred and five.



John N. McDowell
Secretary of State

W. B. Johnson
Asst. Secretary of State

CERTIFICATE OF INCORPORATION

-of-

COMMERCIAL CONTROLS CORPORATION

As Amended to June 6, 1956

WE, THE UNDERSIGNED, do hereby associate to establish a corporation in pursuance of an act of the Legislature of the State of Delaware, entitled "An Act Providing a General Corporation Law" (approved March 10, 1899), and the Acts amendatory thereof and supplemental thereto, and do make and file this certificate, hereby declaring and certifying that the facts herein are true, and we do hereby certify as follows:

FIRST: The name of the Corporation shall be Commercial Controls Corporation.

SECOND: The principal office of the Corporation in the State of Delaware is to be located at No. 229 South State Street, City of Dover, County of Kent, and State of Delaware, and the name and address of its resident agent is The Prentice-Hall Corporation System, Inc., No. 229 South State Street, Dover, Delaware.

THIRD: The nature of the business, or objects or purposes to be transacted, promoted or carried on by the Corporation shall be as follows:

1. To design, manufacture, assemble,

repair, service, purchase or otherwise acquire, own, sell and deal in or otherwise dispose of, all kinds and varieties of office equipment, electric heaters and household, automotive, marine and aviation apparatus and appliances of every kind and description and any and all devices relating thereto, now known or that may hereafter be discovered or invented for use in connection therewith, and including all things of every nature and kind employed in the manufacture and use of the same.

2. To engage in, own, operate, maintain, manage, equip, conduct, and carry on a general manufacturing and merchandising business in all its various branches and details; and more especially, but not exclusively, to invent, develop, manufacture, produce, construct, assemble, build, install, equip, prepare, own, operate, maintain, buy and sell, negotiate contracts for sale, either at wholesale or retail, or both, lease, sublease, let or hire, rent or furnish, or otherwise to dispose of, vend, import, export, exploit and advertise, repair, remodel, alter and in any and all ways to market, handle, distribute and generally and without limit to trade, deal and traffic in and with any and all kinds of office supplies, equipment, appliances, and devices, timing devices, metering devices, printing presses, devices for sealing of envelopes, stamping devices, and any and all machines for sealing and stamping mail, including without limitation appliances of all kinds, together with all metal, alloy, hardware, rubber, stock and materials of every kind or description necessary or useful in connection therewith.

3. To manufacture, purchase or otherwise acquire, sell or otherwise dispose of, import, export, assemble or otherwise deal in and with, in any part of the world, all kinds of goods, wares, merchandise, commodities, raw materials, machinery, apparatus, implements, equipment, fixtures, supplies, appliances and other goods, wares and merchandise and personal property of every class and description.

4. To carry on the business of manufacturing, buying, selling, hiring, leasing, exporting, importing, and generally dealing in and with guns of all kinds and sizes, including, without limitation, sidearms, signal guns, rifles, machine guns and rifles, automatics, cannons and any and all other kinds of munitions and armanents, as well as all mechanical

contrivances and devices for use in connection therewith, and any future improvements of the same.

5. To engage, as principal or as agent, in any manufacturing, mercantile or trading business of any kind or character whatsoever throughout the world, and to do all things incidental to any such business.

6. In connection with the foregoing business, or any part thereof, to trade, deal and traffic in and with, as specified, all implements, tools, machines, machinery, devices, materials, supplies, equipment and things incidental to all the foregoing articles and products, or to their manufacture, use and maintenance, or useful in connection with any business of the Corporation; and all materials, substances and ingredients entering into said foregoing articles and products, or any of them or into said incidental or useful implements, machines, machinery, devices, materials, supplies, equipment and things.

7. To carry on the business of dealers in and manufacturers of plants, motors, engines and other machinery; tool makers, founders, metal workers, machinists, iron and steel converters, smiths, lumbermen, builders and metallurgists, and to buy, sell, manufacture, repair, let or hire and deal in machinery, implements, lumber and hardware of all kinds.

8. To build, acquire, maintain and operate plants, works, factories, warehouses and other conveniences and appurtenances to its business.

9. In respect to any article or product which the Corporation is authorized to manufacture or deal in, to carry on research, experiments, tests and investigations of every sort in laboratories, test plants or otherwise and to acquire, maintain, equip, develop and operate all such laboratories, plants, machinery and equipment as may be necessary or proper for the purpose.

10. To subscribe for, purchase, or otherwise acquire, invest in, hold, own, manage, sell, pledge or otherwise dispose of, or realize upon, all forms of securities, including stocks, voting trust certificates, bonds, debentures, notes,

evidence of indebtedness, certificates of indebtedness, certificates of interest, warrants and other similar instruments and rights issued or created by corporations, domestic or foreign, associations, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or subdivisions, or issued or created by others, including options covering any of the securities above described, and to deal in and with the same and to issue in exchange for, or in payment therefor, its own stock, bonds, or other obligations or securities, or otherwise to pay therefor; to execute in respect thereof any and all rights, powers and privileges of ownership or interest therein, including the right to vote thereon and to consent or otherwise act in respect thereto; to do any and all acts and things for the promotion, protection, improvement and enhancement in value thereof, or designed to accomplish any such purpose; to acquire or become interested in any such shares of stock or other securities by original subscription, undertaking, underwriting, participation in syndicates, purchase or otherwise, and irrespective of whether the same be fully paid, or subject to further payments, to make payments thereon as called for, or in advance of calls, or otherwise, and to underwrite and subscribe for the same conditionally or otherwise, and whether for investment or resale, or for any other lawful purpose.

11. To promote, cause to be organized, finance and aid by loan, subsidy, guaranty or otherwise, any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, any security of which is held directly or indirectly by or for the Corporation, or in the business, financing or welfare of which the Corporation shall have any interest; and in connection therewith to guarantee or become surety for the performance of any undertaking or obligation of any of the foregoing, and to guarantee by endorsement or otherwise the payment of the principal of, or interest or dividends on, any such security, and generally to do any acts or things designed to protect, preserve, improve, or enhance the value of any such security.

12. To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatever to dispose of real property wherever situated, either alone or in association with others through participation in syndicates or otherwise.

13. To acquire all or any part of the securities, good will, rights, property or assets of all kinds and to undertake or assume the whole or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to pay for the same in cash, stocks, bonds, debentures or other securities of this or any other corporation, or otherwise in any manner permitted by law; and to conduct in any lawful manner the whole or any part of any business so acquired.

14. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, in the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation.

15. To borrow or raise moneys for any of the purposes of the Corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on, or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of

the Corporation for its corporate purposes.

16. To lend money, either without any collateral security or on the security of real or personal property, and to enter into, make, perform and carry out, or cancel and rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, syndicate, governmental, municipal or public authority, domestic or foreign, or others.

17. To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, operate, develop and introduce, and to sell, assign, lease, grant licenses or other rights in respect of, mortgage or otherwise dispose of, and in any manner deal with formulas, secret processes, distinctive marks, inventions, improvements, processes, trade names, trade-marks, copyrights, patents, licenses, concessions and the like, whether used in connection with or secured under letters patent of or issued by any country or authority; and to work, operate, develop and carry out experiments in connection with the same and to carry on any business which may directly or indirectly effectuate these objects or any of them.

18. To make any guaranty respecting securities, indebtedness, dividends, interest, contracts or other obligations so far as the same may be permitted to be done under the laws of the jurisdiction of incorporation of this Corporation.

19. To purchase and otherwise acquire, hold, reissue, retire, cancel, sell, exchange and otherwise dispose of and deal in, the shares of the capital stock, bonds or other obligations of this Corporation, from time to time, in such amounts and in such manner and upon such terms as the Board of Directors may deem expedient and in so far as may be permitted by law; provided that shares of its own capital stock belonging to the Corporation shall not be voted upon directly or indirectly.

20. To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing

incidental thereto or connected therewith, provided the same be not forbidden by the laws of the jurisdiction of incorporation of this Corporation.

21. In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the jurisdiction of incorporation of this Corporation; and to do any and all of the acts and things herein set forth to the same extent as natural persons could do, and in any part of the world, as principal, factor, agent, contractor, trustee or otherwise, either alone or in syndicates or otherwise in conjunction with any person, entity, syndicate, partnership, association or corporation, governmental, municipal or public authority, domestic or foreign; to establish and maintain offices and agencies and to exercise all or any of its corporate powers and rights throughout the world.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, unless herein otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or the general powers of the Corporation; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 200,000 shares of the par value of 10¢ per share, all of one

class and designated Common Stock.

Voting Rights. Each holder of stock of the Corporation shall, at every meeting of the stockholders of the Corporation, be entitled to cast one vote in respect of each share of said stock of whatever class held by him, and shall be entitled to cast such vote for any and all purposes.

Negation of Preemptive Rights. No holder of stock of the Corporation shall have any right as such holder to subscribe for or acquire from the Corporation any stock, whether such stock be a part of the presently authorized stock or a part of any future increases thereof, or any bonds, notes, debentures, or other securities, convertible into stock of the Corporation which the Corporation may from time to time issue; and the Corporation shall have the right from time to time, without offering the same to the holders of stock of any class then outstanding, to issue and sell shares of its stock of any class or any such bonds, notes, debentures, or other securities convertible into stock to such person or persons as its Board of Directors from time to time shall determine. As used in this Section the expression "securities convertible into stock" shall be deemed to include all bonds, notes, debentures or other evidences of indebtedness to which are attached, or with which are issued, warrants or other in-

struments evidencing the right to purchase or otherwise acquire shares of the stock of the Corporation.

Rights of Stockholders on Transfer of Assets to New Corporation. If to the extent now or hereafter permitted by the laws of the jurisdiction of incorporation of this Corporation, all of the property and assets of the Corporation, including its good will and its corporate franchise, shall be sold, conveyed, assigned and transferred to another corporation (herein sometimes referred to as "New Corporation"), organized for the purpose of acquiring such property and assets and having the same or a different number of authorized shares of stock of substantially the same classes as this Corporation, such shares of stock of each class to have substantially the same relative powers, preferences and rights and qualifications, limitations or restrictions applicable thereto as may then be applicable to the shares of stock of this Corporation of the corresponding class outstanding at the time of such sale, conveyance, assignment and transfer, in consideration of

(1) The assumption by such New Corporation of all the liabilities of this Corporation existing at the time of such sale, conveyance, assignment and transfer (excluding any liability for accrued and unpaid dividends), and the costs and expenses, in-

cluding taxes, incurred in connection with such sale, conveyance, assignment and transfer, and the ensuing liquidation, dissolution or winding up of this Corporation; and

(2) The issuance and delivery by the New Corporation to this Corporation of shares of stock of such New Corporation of the several classes corresponding to the several classes into which the shares of stock of this Corporation are then divided, equal in number to the number of shares of stock of this Corporation of the respective classes then outstanding, such shares of stock of the New Corporation of any given class having substantially the same relative powers, preferences, rights and qualifications, limitations or restrictions, and irrespective of the date of issue of the shares of stock of such New Corporation, having the same rights to unpaid dividends accrued prior to the date of such sale, conveyance, assignment and transfer, as may then be applicable to the shares of stock of this Corporation of the corresponding class then outstanding; then upon any subsequent liquidation, dissolution or winding up of this Corporation the holders of shares of stock of this Corporation shall, at the election of the Board of Directors, in lieu of any pay-

ment or distribution to which such holders might otherwise be entitled upon liquidation, dissolution or winding up of this Corporation, be entitled only to receive shares of the stock of such New Corporation of the several classes corresponding to the classes of shares of stock of this Corporation then respectively held by such holders, on the basis of one share of such stock of such New Corporation for each and every corresponding share of stock of this Corporation. The distribution of said shares of stock of the New Corporation to holders of shares of stock of this Corporation in accordance with the foregoing provisions shall operate as and be deemed to be a distribution and payment in full discharge of all obligations and liabilities of this Corporation and its directors to the holders of shares of stock of this Corporation upon the liquidation, dissolution or winding up of this Corporation. A resolution adopted by a vote of not less than the number of stockholders of this Corporation required to authorize any such sale, conveyance, assignment and transfer of the property and assets of this Corporation to such New Corporation, in which a determination is made that the shares of stock of the various classes of the

New Corporation respectively have substantially the same relative powers, preferences, rights and qualifications, limitations or restrictions as are applicable to the shares of stock of the corresponding classes of this Corporation outstanding at the time of such sale, shall be conclusive and binding upon each and every stockholder of the Corporation.

FIFTH: The minimum amount of capital with which the Corporation will commence business is One Thousand Dollars (\$1,000).

SIXTH: The names and places of residence of each of the incorporators are as follows:

Names	Place of Residence
Harold H. Meyers	49 Wall Street, New York 5, N.Y.
Bennett Frankel	49 Wall Street, New York 5, N.Y.
Brendan McInerney	49 Wall Street, New York 5, N.Y.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: A. All corporate powers of the Corporation shall be exercised by the Board of Directors. In furtherance and not in limitation of the powers granted by the laws of the jurisdiction of incorporation of this Corporation, the Board of Directors is expressly authorized:

such contract, transaction or act; nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon.

3. Any contract, transaction or act of the Corporation or of the Board of Directors or of any committee which shall be approved, ratified or adopted by a majority of a quorum of the stockholders entitled to vote at any annual meeting or at any special meeting called for such purpose, shall be as valid and binding as though ratified by every stockholder of the Corporation, provided, however, that the fact that any such contract, transaction or act shall not have been so approved, ratified or adopted, shall not be deemed in any way to invalidate the same or to deprive the Corporation, its directors or officers, of their right to proceed with such contract, transaction or act.

4. The Corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which the Corporation owns shares of capital stock or of which it is a creditor against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them, are made parties, or a party, by reason of being or having

been directors or officers or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or otherwise. The Corporation shall have the right to intervene in and to defend all such actions, suits or proceedings brought against any such director or officer or former director or officer or person. Whenever in this paragraph a director or officer or former director or officer or a person is referred to, such reference shall be inclusive of his heirs, executors and administrators.

5. Each director of the Corporation and each member of any committee designated by the Board of Directors pursuant to Section A 2 of this Article NINTH shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials, or by an independent certified public accountant, or by an appraiser, selected with reasonable care by the Board of Directors or by any such committee, or in relying in good

faith upon other records of the Corporation.

6. Both stockholders and directors shall have power, and the By-Laws shall so provide, to hold their meetings, and to have one or more offices within or without the State of Delaware.

7. At all meetings of stockholders the voting for the election of directors may be viva voce, but any qualified voter may demand a stock vote whereupon such stock vote shall be taken by ballot, each of which shall state the name of the stockholder voting and the number of shares voted by him, and if such ballot be cast by proxy, it shall also state the name of such proxy.

TENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors,

and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

ELEVENTH: The Board of Directors may from time to time offer for subscription, or otherwise issue or sell, or grant rights or options for the subscription to or purchase of, any or all of the authorized stock of the Corporation not then issued or which may have been issued and reacquired as treasury stock by the Corporation, and any or all of any increased stock of any class that may hereafter be authorized, for such consideration (including the cancellation of accrued and unpaid dividends on outstanding Preferred Stock of the Corporation, whether or not earned)

as the directors may determine. The Board of Directors may, at the time of such issue and sale, or at the time of granting of such rights or options, specify in amount or value the part of the consideration received on such issue and sale over and above the par value of such stock, which shall be capital, and which shall be surplus, respectively. Bonds, debentures, certificates of indebtedness, or other securities may be issued, sold or disposed of pursuant to resolution of the Board of Directors, for such consideration and upon such terms and conditions as may be deemed advisable by the Board of Directors in the exercise of its discretion.

TWELFTH: If so determined by the Board of Directors, the Corporation may from time to time receive money and/or other property as a contribution to surplus, which contribution may consist of an undivided part of money and/or other property, for another undivided part of which money and/or other property, bonds, debentures, obligations and/or shares of stock, with and/or without par value, of any class or classes of the Corporation are issued. Against any surplus of the Corporation there may be charged from time to time any losses incurred by the Corporation or any items of debt or bond or stock discount and expense. Such surplus may also be reduced from time to time by dividends or by transfer to capital or to

some other appropriate account, and the amount of capital may be increased from time to time by the capitalization of surplus or net profits without the issuance of additional shares.

THIRTEENTH: The Corporation reserves the right to create any additional preferred or special stocks or to amend, alter, change or repeal any provisions contained in this instrument, or any amendment of the provisions thereof, in the manner now or hereafter provided by the laws of the jurisdiction of incorporation of this Corporation, and all rights and interests of the stockholders of the Corporation, except as in this instrument otherwise provided, are granted subject to these reservations.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 20th day of April, 1946.

HAROLD H. MEYERS (Seal)
Harold H. Meyers

BENNETT FRANKEL (Seal)
Bennett Frankel

BRENDAN McINERNEY (Seal)
Brendan McInerney

STATE OF NEW YORK)
 : ss.-
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 20th day of
April, A. D. 1946, personally came before me, ROBERT V.
DAMIANO, a Notary Public for the State of New York, HAROLD
H. MEYERS, BENNETT FRANKEL and BRENDAN McINERNEY, all of
the parties to the foregoing Certificate of Incorporation,
known to me personally to be such, and severally acknowledged
the said Certificate to be the act and deed of the signers
respectively, and that the facts therein stated are truly
set forth.

GIVEN under my hand and seal of office the day
and year aforesaid.

ROBERT V. DAMIANO
NOTARY PUBLIC
NEW YORK COUNTY, N. Y.

ROBERT V. DAMIANO

Robert V. Damiano
Notary Public, New York County
N.Y. Co. Clk's No. 31, Reg.No.255D7
Commission Expires March 30, 1947