



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

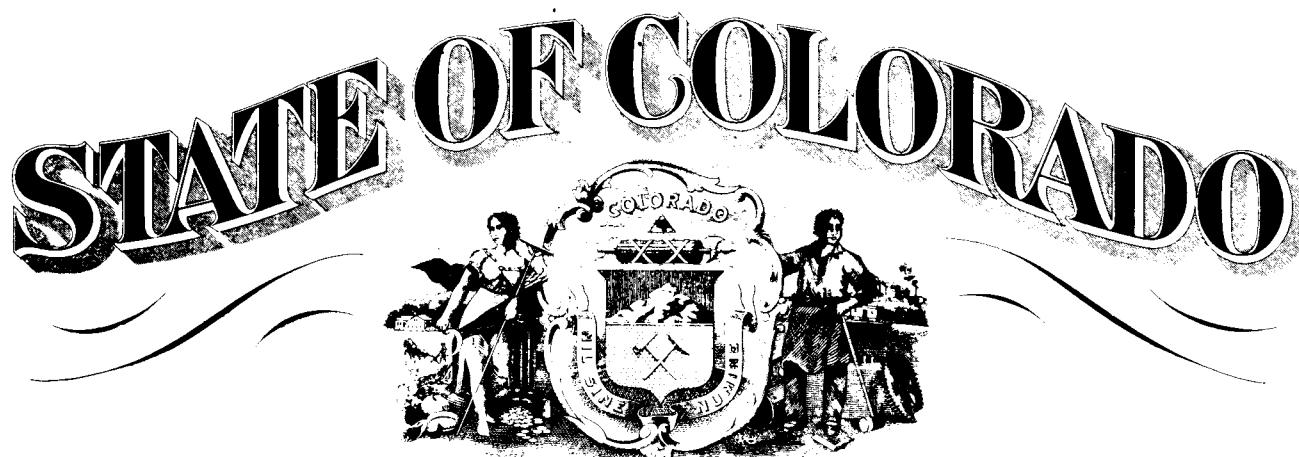
SUPERIOR MKTG., INC.

a corporation duly organized and existing under the laws of **Colorado** 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 **2nd** day of **April** 19**65**, a properly authenticated copy of its articles of incorporation, and on the **2nd** day of **April** 19 **65**, a designation of **T. H. Eberle or W. C. Roden** 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 **2nd** day of **April**, A.D. 19 **65**.

Secretary of State.



OFFICE OF THE SECRETARY OF STATE

UNITED STATES OF AMERICA, ss. CERTIFICATE.
STATE OF COLORADO.

*I, Byron A. Anderson, Secretary of State
of the State of Colorado, do hereby certify that*

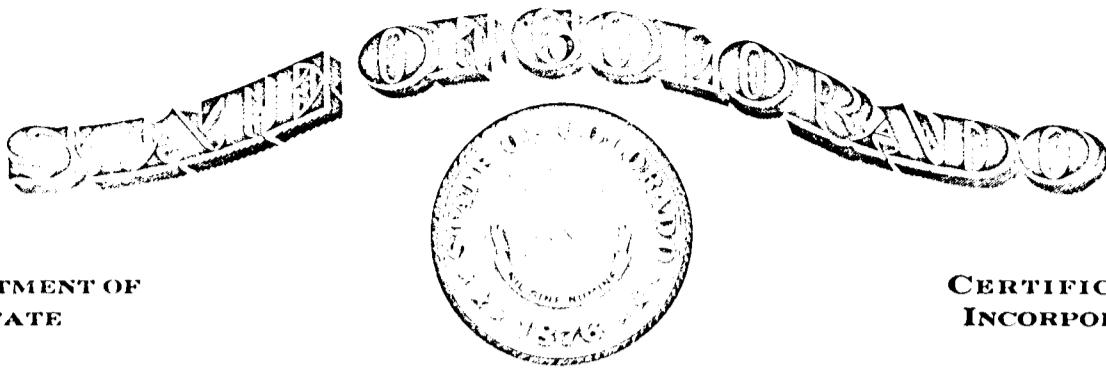
the annexed is a full, true and complete copy of articles of incorporation of

SUPERIOR MKTG., INC.

as filed in this office on the twenty-fourth day of February,
A. D. 1965 and admitted to record.

IN TESTIMONY WHEREOF I have hereunto
set my hand and affixed the Great
Seal of the State of Colorado, at the
City of Denver, this -TWENTY-FIFTH-
day of -----MARCH-----A. D. 1965

Byron A. Anderson
By *Tom J. Keen*
SECRETARY OF STATE
DEPUTY.



DEPARTMENT OF
STATE

CERTIFICATE OF
INCORPORATION

J. Byron A. Anderson,

Secretary of State of the State of Colorado, hereby certify that duplicate originals of Articles of Incorporation, duly signed and verified pursuant to the provisions of the Colorado Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, by virtue of the authority vested in me by law, hereby issues this Certificate of Incorporation of

-----SUPERIOR MKTG., INC.-----

(A COLORADO CORPORATION)

and attaches hereto a duplicate original of the Articles of Incorporation.

Dated this --TWENTY-FOURTH-- day of ----FEBRUARY----, A. D. 19 65.

Byron A. Anderson
SECRETARY OF STATE

BY *Ed. Bock* DEPUTY

ARTICLES OF INCORPORATION

OF

SUPERIOR MKTG., INC.

KNOW ALL MEN BY THESE PRESENTS, that we, TOM D. O'DONNELL, JOHN E. MACKEY and H. R. CARMICHAEL, being over the age of 21 years, have associated ourselves together for the purpose of organizing as a corporation and body politic under the laws of the State of Colorado, and do hereby make, execute and acknowledge this certificate in writing as evidence of our intention to become a body corporate, and do certify as follows:

ARTICLE I.

The name and style by which the corporation shall be known and under which we shall engage in the business is, and shall be:

SUPERIOR MKTG., INC.

ARTICLE II.

(a) Purposes. The nature, objects and purposes of the business to be transacted by the corporation shall be to engage in the business of selling, marketing, purchasing, exchanging and distributing at wholesale or retail appliances, fixtures, equipment, both commercial and industrial, and to otherwise sell, market, distribute and generally deal in the wholesale and retail marketing business.

(b) Powers. In furtherance of the foregoing purposes the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE III.

The term of existence shall be perpetual.

ARTICLE IV.

The capital stock of this corporation shall consist of Fifty Thousand (50,000) shares of common stock and shall have a no par value per share, and the capital stock may be

issued by the corporation, from time to time for such consideration as shall be determined by the Board of Directors, for either cash, property, services or other considerations deemed of sufficient value by the Board of Directors, and may be issued without the necessity of action by the stockholders, and such stock, when issued, shall be fully paid and non-assessable.

ARTICLE V.

(a) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(b) At all meetings of shareholders, two-thirds of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

(c) The holders of original shares shall not have a pre-emptive right to acquire authorized but unissued stock or any increase of the capital stock of the corporation and, said denial of pre-emptive right shall likewise apply to other securities of any class, or for rights, warrants or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(d) The Board of Directors may, from time to time, distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation a portion of its assets, in cash or in property, subject to the limitations contained in the Statutes of Colorado.

(e) The Board of Directors may, from time to time, declare and pay dividends on the outstanding capital stock, in cash, property or shares of stock, such dividends to be paid only out of unreserved and unrestricted earned surplus, except as otherwise provided by the Statutes of Colorado.

ARTICLE VI.

The management of the business and affairs and property of the corporation shall be in the hands, and under the control of a Board of Directors consisting of not less than three, and not more than five members, who shall be elected by the

stockholders at their regular annual meetings, and shall hold office until their successor shall be elected and take office, and the directors who shall constitute the initial Board shall be: Tom D. O'Donnell, P. O. Box 10037, Denver, Colorado 80210; John E. Mackey, 2525 South Sheridan, Denver, Colorado; H. R. Carmichael, 420 North 30th Street, Billings, Montana.

ARTICLE VII.

The address of the initial registered office of the corporation is 3311 South Broadway, Englewood, Colorado, and the name of its initial registered agent at such address is R. Val Hoyt. The corporation may conduct part or all of its business in any part of the State of Colorado, of the United States, or of the world. It may hold, purchase, mortgage, lease and convey real and personal property in any of such places.

ARTICLE VIII.

The Board of Directors shall have power and authority to do any and all business for and on behalf of the corporation and to exercise any and all corporate powers authorized in these articles, now or as may hereafter be altered by amendment and to do any act within the scope of the corporate powers not limited by the laws of the State of Colorado.

ARTICLE IX.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or thereafter prescribed by law and all rights conferred on officers, directors or stockholders hereinafter granted subject to this reservation.

ARTICLE X.

The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) Contracts with Directors, etc. No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested, shall be affected or invalidated by: (1) the fact that any one or more of the directors or officers of this corporation is interested in or is a director or officer of another

corporation; or (2) the fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or transaction. Each person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in any way interested.

(b) Negation of Equitable Interests in Shares or Rights.

The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee, or transferee of any of the shares of the corporation shall not be entitled to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee, or transferee has become the registered holder of such shares.

ARTICLE XI.

The name and address of each incorporator is:

Tom D. O'Donnell
P. O. Box 10037
Denver, Colorado 80210

John E. Mackey
2525 South Sheridan
Denver, Colorado

H. R. Carmichael
420 North 30th Street
Billings, Montana

Dated: February 19, 1965

Tom D. O'Donnell

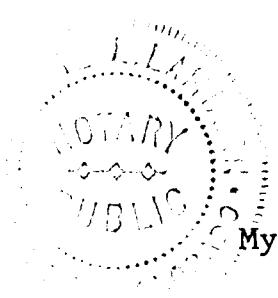
John E. Mackey

H. R. Carmichael

STATE OF COLORADO)
) ss.
County of Arapahoe)

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I, Marjorie L. Lamborn, a Notary Public, hereby certify
That on the 19th day of February, 1965, personally appeared
before me Tom D. O'Donnell, John E. Mackey and H. R. Carmichael
who, being by me first duly sworn, severally declared that
they are the persons who signed the foregoing document as
incorporators, and that the statements therein contained are
true.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 19th day of February, 1965.


Marjorie L. Lamborn
Notary Public

My Commission Expires: May 7, 1968