

**CERTIFICATE OF INCORPORATION
OF**

TREAD WARES 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.

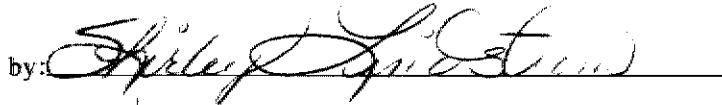
ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November , 1986




Pete T. Cenarrusa

SECRETARY OF STATE

by: 
Shirley L. Linton

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SEC. OF STATE
ARTICLES OF INCORPORATION M 2 22
OF 86 NOV 3

Tread Wares Inc.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

Tread Wares Inc.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100,000
Such shares are to consist of one class only. The par value of each of such shares shall be One Dollar (each), which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is: 202 E. Appleway

Coeur d'Alene, Ida. 83814

The name of the corporation's initial registered agent at such address is: Larry Pilcher

EIGHTH

The number of directors constituting the initial Board of Directors is: Two

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Larry Pilcher Pres.,Treas.

ADDRESS 5383 W. Holmes Rd. Coeur d'Alene, Ida.

NAME John J. Spillane Vice-Pres.,Sec.

ADDRESS 286 Kaanapali Dr. Wapa, Ca. 94558

NAME _____ Sec.
ADDRESS _____
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

NINTH

The names and addresses of all incorporators are:

NAME Larry Pilcher
ADDRESS 5383 W. Holmes Rd. Coeur D'Alene, Ida. 83815
NAME John J. Spillane
ADDRESS 286 Kaanapali Dr. Napa, Ca. 94558
NAME _____
ADDRESS _____
NAME _____
ADDRESS _____

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this 20th day of October 1986.

Larry Pilcher
President
John Spillane
Vice-President
John Spillane
Secretary

STATE OF IDAHO
County of Kootenai } ss.

On this 20th day of October 1986,
before me, the undersigned, a Notary Public in and for the
State of Idaho, personally appeared:

Larry Pilcher

John J. Spillane

known to me to be the persons whose names are subscribed to
the within and foregoing instrument, and acknowledged to me
that they executed the same, and that they were persons of
lawful age and citizens of the United States of America.

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

(Seal)

Cecil Kelley
Notary Public for Idaho

Residing at:

My commission expires:

Boise
4 Nov 1991