

CERTIFICATE OF INCORPORATION
OF

THE INDUSTRIAL PARTS COMPANY, INC.

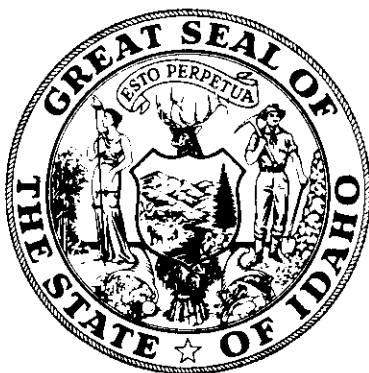
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

THE INDUSTRIAL PARTS COMPANY, INC.

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: **September 7, 1984.**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

Muriel E. Artich

ARTICLES OF INCORPORATION

OF

THE INDUSTRIAL PARTS COMPANY, INC.

JUL 7 3 31 PM '34

THE UNDERSIGNED, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is THE INDUSTRIAL PARTS COMPANY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized is to do the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is TEN THOUSAND (10,000). The par value of such shares shall be ONE AND NO/100ths (\$1.00) Dollars per share and shall be of one class.

FIFTH: The sale of stock of the corporation, after the original issue of stock, is restricted as follows:

No transfer of stock shall be valid, until thirty (30) days after the corporation, through its secretary, shall have had written notice of the proposed sale, the number of shares proposed to be sold, the price at which the proposed sale is to be made, and the name of the prospective buyer. During said thirty (30) days the corporation shall have the option to buy, at the price set by seller, any shares of outstanding stock before its owner, or the person in whose name it stands on the books of the corporation, may transfer them. Should the

1 corporation not have the funds to buy the shares or should it
2 deem it undesirable to purchase them for any other reason,
3 another existing shareholder shall have the option for an
4 additional thirty (30) days of purchasing the shares at the
5 price set by the seller in proportion to the number of shares
6 then held by said shareholder. If not exercised within this
7 time, any sale to third persons shall be valid. Should the
8 corporation not take stock, then;

9 A stockholder who desires to sell his shares of stock,
10 he must then first offer them for sale to the remaining stock-
11 holders, it being the intention to give them a preference in the
12 purchase of such shares, and any attempted sale in violation of
13 this provision is null and void;

14 A stockholder desiring to sell his stock shall file notice
15 in writing of his intention with the secretary of the corporation,
16 stating the terms of sale, and unless his terms are accepted by
17 any or all of the other stockholders within thirty (30) days
18 thereafter, they shall be deemed to have waived their privilege
19 of purchasing and he will be at liberty to sell to anyone else.

20 SIXTH: There are no provisions denying preemptive rights.

21 SEVENTH: Provisions for the regulation of the internal
22 affairs of the Corporation shall be as set forth in the
23 Corporation's By-Laws.

24 EIGHTH: The address of the initial registered office
25 of the Corporation is P.O. Box 377, Challis, Idaho 83226, and the
26 name of its initial registered agent at such address is Evelyn
27 A. Strand.

1 NINTH: The number of directors constituting the
2 initial board of directors of the Corporation is two (2), and the
3 names and addresses of the persons who are to serve as
4 directors until the first annual meeting of the shareholders
5 or until their successors are elected and shall qualify are:

6	NAME	ADDRESS
7	Evelyn A. Strand	P.O. Box 377, Challis, ID83226
8	Sally L. Strand	P.O. Box 81, Challis, ID 83226

9 TENTH: The name and address of each incorporator is:

10	NAME	ADDRESS
11	Evelyn A. Strand	P.O. Box 377, Challis, ID83226
12	Sally L. Strand	P.O. Box 81, Challis, ID 83226

13 Dated this _____ day of _____, 1984.

14
15 INCORPORATORS:

16 Evelyn A. Strand
 EVELYN A. STRAND

17 Sally L. Strand
18 SALLY L. STRAND