

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
BRUSH WORKS, INC.

2006 AUG -7 PM 2:47

SECRETARY OF STATE

STATE OF IDAHO

I, the undersigned natural person being of the age of twenty-one years or more, acting as incorporator under the laws of the State of Idaho relating to corporations, and to that end adopt the following articles of incorporation as follows:

1. **Name:** The name of the Corporation shall be BRUSH WORKS, INC.
2. **Duration:** The Corporation shall exist perpetually.
3. **Business Purpose:** The Corporation is organized for any and all lawful purposes for which corporations may be organized under this Act, construed to be legal within the scope of the Statutes of the State of Idaho. The Corporation shall have and exercise all powers necessary or convenient for the carrying out of any or all of the purposes for which it is organized.
4. **Capitalization:** The total number of shares that corporation is authorized to issue is One Hundred Thousand (100,000) shares of single class common stock, without series, having a par value of (\$.01) per share. All of the shares may be issued by the corporation from time to time and for such consideration as may be determined and fixed by the board of directors which shall not be inconsistent with law, and when such consideration has been received by the corporation, such share shall be deemed fully paid. There shall be no cumulative voting, no preferences, limitations, or preemptive rights.
5. **Amendment of Articles of Incorporation:** These articles of incorporation may be amended by the affirmative vote of a majority of the votes the shareholders entitled to vote from time to time.
6. **Business Facilities:** Business facilities of the corporation may be at such places(s) as the Board of Directors may determine from time to time.
7. **Directors:** The members of the governing board of the corporation shall be styled "directors". The total number of directors shall be not less than one (1) and not more than nine (9). At any meeting of the directors, the Chairman of the Board of Directors shall hold one additional vote in the event of a tie vote between directors. The number of directors constituting the first board of directors is two (2), and the names, address of each of the first board of directors is :

Name:

Randy D. Brown

Address:

6565 W. Tobi Dr.
Boise, ID 83714

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Paul D. Glenn

1790 W. Calcite Ct.
Meridian, ID 83642

The number of directors of the corporation may be changed by an affirmative majority vote of the shares of the corporation entitled to vote, in accordance with the provisions of Idaho Law.

8. **Incorporator:** The name and address of the Incorporator is as follows:

Randy D. Brown

6565 W. Tobi Dr.
Boise, ID 83714

9. **The Initial Registered Agent:** The initial resident agent of the corporation, and corporate address for said registered agent is as follows:

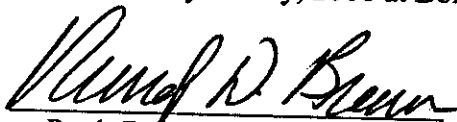
Randy D. Brown

6565 W. Tobi Dr.
Boise, ID 83714

10. **Director Liability:** Directors of the corporations shall not be held corporately or severally liable except where applicable by Idaho statute.

11. **By Laws:** Separate By Laws shall regulate the internal affairs of the corporation.

In Witness Whereof, I have executed these articles of incorporation in duplicate on this 1st day of July, 2006 at Boise, Idaho.


Randy D. Brown, Incorporator

ACCEPTANCE BY REGISTERED AGENT

To: Secretary of State
State of Idaho,

I, Randy D. Brown, hereby accept appointment by BRUSH WORKS, INC., as the initial registered agent within the State of Idaho for and on behalf of said corporation, as declared in Article Nine of it's Articles of Incorporation, this the 1st day of July, 2006.


Randy D. Brown, Registered Agent