

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

A-1 OVERHEAD DOORS, INC.
File number C 114256

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: March 22, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Siskel*

ARTICLES OF INCORPORATION

A-1 OVERHEAD DOORS, INC.

Mar 22 8 25 AM '96
SECRETARY OF STATE
STATE OF IDAHO

The undersigned natural persons being of legal age, acting as incorporators under the provisions of the Idaho Business Corporations Act adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **A-1 Overhead Doors, Inc.**

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

PURPOSES AND POWERS

The purposes for which this corporation is organized are as follows:

To enter into and consummate all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

To purchase, sell, advertise, install, repair, and maintain garage doors at wholesale or retail.

To engage in the bidding, design, construction, repair, and maintenance of residential and commercial estate improvements, buildings, and concrete structures of all kinds.

ARTICLES OF INCORPORATION.

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To do all things incidental to the foregoing activities, and to exercise and perform any and all powers authorized by Idaho Code § 30-1-4 necessary or convenient to the operation of the corporation, within and without the State of Idaho.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation shall divided into 100,000 shares of \$1.00 par value stock and all of such capital stock shall be common stock. Each share shall have equal voting power with each share entitling the holder to one vote.

ARTICLE V

PREEMPTIVE RIGHTS

After the first 12,000 shares of this corporation's authorized capital stock have once been issued, each holder of shares in this corporation shall have the first right to purchase shares (or securities convertible to shares) of this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of the treasury stock. This preemptive right shall apply to shares to be issued for consideration other than cash and shall apply to shares issued to directors, officers of employees pursuant to an employment plan approved by the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receiving the corporation's

written notice stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

ARTICLE VI

SPECIAL PROVISIONS FOR REGULATION OF CORPORATE AFFAIRS

6.1. Code of By-Laws. The initial By-laws of this corporation shall be adopted by the directors. The power to amend or repeal the By-laws or to adopt new By-laws shall be in the shareholders, but the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the shares outstanding shall be necessary to exercise the power. The by-laws may contain any provisions for the regulation of the management of the corporation which are consistent with the Idaho Business Corporations Act and these Articles of Incorporation.

6.2. Amendment of Articles. The Articles of Incorporation can be amended only upon the affirmative vote of the holders of sixty-six and two thirds percent (66 2/3%) of the total outstanding shares of the corporation.

6.3. Quorum. In all cases where a quorum of shareholders is required by statute or by law, the holders of fifty percent (50%) of the total shares of the corporation entitled to vote must be present to constitute a quorum.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 6639 Orlinda Lane, Idaho Falls, Idaho. The name of the initial registered agent at that office is Lewis E. Ford. Branch offices or places of business of said corporation may be hereafter established at any other place

either within or without the State of Idaho whenever necessary in the judgment of the Board of Directors for the proper performance of the purposes of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS

The initial board of directors shall consist of the following: two directors who shall serve as the directors of the corporation until the first annual meeting of the shareholders or until the successor or successors are elected and shall qualify:

Lewis E. Ford	12441 N. 5th W. Idaho Falls, Idaho 83401
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Blake D. Ford	6639 Orlinda Lane Idaho Falls, Idaho 83401
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ARTICLE IX

INCORPORATORS

The name and address of the incorporators of the corporation are:

Lewis E. Ford	12441 N. 5th W. Idaho Falls, Idaho 83401
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Blake D. Ford	6639 Orlinda Lane Idaho Falls, Idaho 83401
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ARTICLE X

CONTRACTS WITH DIRECTORS

No contracts or other transactions between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated

by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation; any Director individually may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, and any Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation and not so interested.

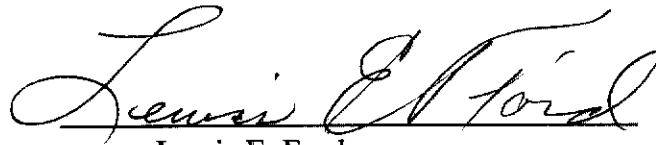
ARTICLE XI

AUTHORIZED TRANSACTIONS

The corporation may enter into voting trusts as allowed by applicable statutes, and may also enter into restrictive agreements with its Shareholders regarding the transfer and repurchase of stock in the event of death, permanent disability, retirement, sale, bankruptcy, or seizure under process of law; further said corporation may enter into deferred compensation plans, profit sharing plans, pension plans, medical and dental insurance and reimbursement plans, and life insurance plans with or for its employees; further said corporation may enter into indemnification agreements with its Directors and Officers; further said corporation may exercise its right to qualify as a small business corporation under the applicable sections of the Internal Revenue Code of the United States and similar state statutes.

IN WITNESS WHEREOF, the undersigned being the incorporators of this

corporation, execute these Articles of Incorporation in triplicate and certify to the truth of the facts therein stated this 20th day of March, 1996.


Lewis E. Ford

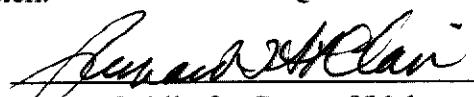

Blake D. Ford

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 20th day of March, 1996, before me, the undersigned Notary Public for the State of Idaho, personally appeared Lewis E. Ford, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)

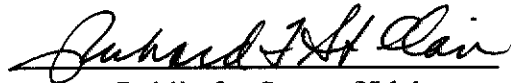

Notary Public for State of Idaho
Residing at: Idaho Falls, ID
My Commission Expires: 1-15-2000

STATE OF IDAHO)
 : ss.
County of Bonneville)

On this 20th day of March, 1996, before me, the undersigned Notary Public for the State of Idaho, personally appeared Blake D. Ford, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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

(SEAL)


Notary Public for State of Idaho
Residing at: Idaho Falls, ID
My Commission Expires: 1-15-2000