



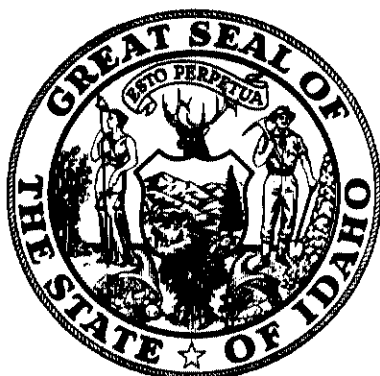
CERTIFICATE OF INCORPORATION
OF

SCHOFFEL NORTH AMERICA, 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: February 20, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Em Zabala*

ARTICLES OF INCORPORATION

RECEIVED
SEC. OF STATE

OF

90 FEB 20 AM 8 49

SCHOFFEL NORTH AMERICA, INC.

The undersigned, acting as incorporator under the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

1. NAME. The name of the corporation is:
Schoffel North America, Inc.
2. DURATION. The period of its duration is
perpetual.
3. PURPOSES. The purposes for which the
corporation is organized is the transaction of any or all
lawful business for which corporations may be incorporated
under the Idaho Business Corporation Act.
4. STOCK. The corporation shall have the
authority to issue 100,000 shares of capital stock, all of
one (1) class, ONE DOLLAR (\$1.00) par value.
5. ADDRESS. The address of the initial
registered office of the corporation is:

Post Office Address: P.O. Box 6215
Sun Valley, Idaho 83353

Street Address: 314 North Main
Ketchum, Idaho 83340

The name of the initial registered agent of the corporation
at the above address is: Robert J. Santa.

6. INITIAL DIRECTOR. The number of directors
constituting the initial Board of Directors is two (2),
whose names and addresses are: J. Alex Orb, P.O. Box 6215,

Ketchum, Idaho 83340 and Robert J. Santa, P.O. Box 6215,
Ketchum, Idaho 83340.

7. INCORPORATOR. The name and address of the
incorporator is: J. Alex Orb, P.O. Box 6215, Ketchum, Idaho
83340.

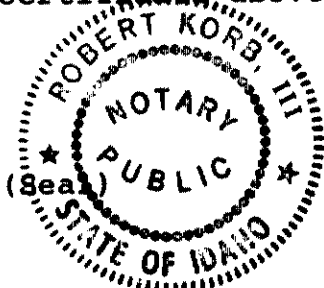
IN WITNESS WHEREOF, I have hereunto set my hand
this 16th day of February, 1990.

J. Alex Orb
J. ALEX ORB

STATE OF IDAHO)
) ss.
County of Blaine)

On this 16th day of February, 1990, before me, a
Notary Public in and for said State, personally appeared
J. ALEX ORB, known 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 above written.



RK25/nq/1

Robert Korb
NOTARY PUBLIC FOR IDAHO

Residence: Ketchum

Commission expires: Lifetime