

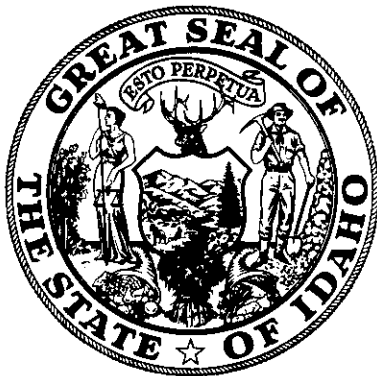
CERTIFICATE OF INCORPORATION
OF

SUNBELT PRODUCTS INCORPORATION

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 7, 1986



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

SUNBELT PRODUCTS INCORPORATION

The undersigned, acting as incorporators of a corporation under the Idaho Business corporation Act, adopt the following Articles of Incorporation for such corporation:

Article I

Identification

Section 1.01. The name of the corporation is SUNBELT PRODUCTS Incorporation.

Article II

Purposes

The purposes for which the corporation is organized is to manufacture, acquire, sell at wholesale and retail, and deal in and with goods and articles for the assistance, comfort, safety and general use of the homebound and institutionalized geriatric and mentally and physically impaired person, and to engage in all allied and incidental lines of business.

Section 2.01. Capacity to Act. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purposes for which it is formed, and such as are not repugnant to law.

Section 2.02. To Deal in Personal Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell deal in and dispose of, alone or in syndicated or otherwise in conjunction with others, commodities and other personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 2.03. To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own improve manage, operate, lease as lessee, let as lessor, sell convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

Section 2.04. To Act as Agent. To act in any state in which the corporation is qualified to do business, as agent or representative for any individual, association, corporation, or legal entity, respecting business which the corporation is authorized to transact.

Section 2.05. To Make Contracts. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

Section 2.06. To Deal in Patent Rights. To acquire (by purchase, exchange, lease, hire or otherwise), hold, use, sell, assign, lease and grant licenses or sublicenses in respect of, pledge or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses, privileges, inventions, improvements, processes, copyrights, trade-marks and trade names.

Section 2.07. To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise) all, or any part, of the good will, rights, property and business of any person, entity, partnership, association, or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has power to conduct; to pay for the same in cash or in stocks, bonds, or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole, or any part, of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership, association, or corporation, and conduct in any lawful manner the whole, or any part, of the business thus acquired.

Section 2.08. To Execute Guarantees. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations.

Section 2.09. To Enter into Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual, or other legal entity, for the carrying on of any business which the corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the corporation.

Section 2.10. To Raise Funds. To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, indorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instrument and evidences of indebtedness, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

Section 2.11. To Deal in Its Own Securities. To acquire (by purchase, exchange, lease, hire or otherwise), hold, sell, transfer, reissue, or cancel the shares of its own capital stock, or any securities or other obligations of the corporation, in the manner and to the extent now or hereafter permitted by the laws of Idaho, except that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, and except that shares of its own capital stock beneficially owned by the corporation shall not be voted directly or indirectly.

Section 2.12. To Deal in Securities Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other individuals, or domestic or foreign corporations, associations or partnerships, for whatever purpose or purposes formed or operating, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

Section 2.13. Rights, Privileges and Powers. Subject to any limitations or restrictions imposed by law or by these articles of incorporation, to have and exercise all the general rights, privileges and powers specified.

Section 2.14. General Clause. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of the State of Idaho, or by the provisions of these articles of incorporation.

Section 2.15. Construction of Foregoing Sections. The foregoing sections shall be construed as purposes as well as powers, and the matters expressed in each section shall, unless otherwise expressly provided, be in nowise limited by reference to, or inference from, the terms of any other section, each of such sections being regarded as creating independent powers and purposes. The enumeration of specific powers and purposes in any of such sections shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of such sections, or the scope of the general powers of the corporation created thereby; nor shall the expression of one thing be deemed to exclude another not expressed, whether or not it be of like nature. The corporation shall not, however, carry on in any state, territory, district, possession or country any business or exercise any powers, which a corporation organized under the laws thereof could not carry on or exercise.

Section 2.16. Limiting Clause. Nothing in this article contained shall be construed to authorize the conduct by the corporation of rural loan and savings associations, credit unions, or a banking, railroad, insurance, surety, trust, safe deposit, mortgage guarantee, or building and loan business of receiving deposits of money, bullion, or foreign coins, or of issuing bills, notes, or other evidences of debt for circulation as money.

Article III

Term of Existence

Section 3.01. Period. The period during which the corporation shall continue is perpetual.

Article IV

Principal Office and Resident Agent

Section 4.01. Location. The post-office address of the principal office of the corporation is .
The name and post-office address of its resident agent in charge of such office is James E. Zeim, 845 Barton Road, Space #102, Pocatello, Idaho 83201

Article V

Capital Stock

Section 501. Amount. The total number of shares into which the authorized capital stock of the corporation is divided is six hundred shares, consisting of: 100 shares of common stock to each of the six original incorporators listed in Article IX, Section 9.01 below. There is no par value set for the shares at this time.

Article VI

Voting Rights of Capital Stock

Section 6.01. Right and Method of Voting.

Clause 6.011. Common Stock. Every holder of the common stock of the corporation shall have the right, at every shareholders' meeting to one vote for each share of common stock standing in his name on the books of the corporation. In all elections of directors, every holder of the common stock of the corporation shall have the right, without previous notice, to multiply the number of shares he may be entitled to vote by the number of directors to be elected by the holders of the common stock, and the product shall represent the number of votes he may cast at such election; and he may cast all such votes represented by such product for one candidate, or distribute them among any two or more candidates.

Section 6.02. Election of Directors.

Clause 6.021. Rights of Holder of Common Stock. The holders of the common stock shall have the right to elect all five of the directors of the corporation, unless at the time of any annual meeting of shareholders the corporation shall be in arrears in dividends on the preferred stock in an amount equal to four full quarterly dividends thereon, in which event the holders of the common stock shall have the right to elect only three directors; and such right shall continue so to be restricted until all arrearages of dividends accumulated on the preferred stock for all preceding dividend periods shall have been paid, or declared and set apart for payment.

Section 6.03. Voting Rights Affecting Preferences of the Preferred Stock. The corporation shall not take any of the following corporate action, except by and with the written consent or affirmative vote of the holders of at least two-thirds of the preferred stock at the time outstanding:

Clause 6.031. Authorize, create, or issue stock of any class or and security convertible into stock of any class, ranking, as to the payment of dividends or as to distribution upon dissolution, liquidation, or winding up, prior to, or upon a parity with, the preferred stock; or

Clause 6.032. Increase the authorized number of shares of the preferred stock; or

Clause 6.033. Authorize or issue any notes, bonds, debenture securities or other obligations of the corporation, maturing more than one year after the date of execution thereof, secured by assignment pledge or mortgage of any property of the corporation; or

Clause 6.034. Amend any of the provisions of the articles of incorporation so as to affect adversely any of the designations, relative rights, interests, preferences, qualifications, limitations or restrictions of the preferred stock.

Section 6.04. Notices of Shareholders' Meetings. The holders of the common stock shall be entitled to receive notice of all meetings of the shareholders; but the holders of the preferred stock shall be entitled to receive notice only of such meetings of the shareholders which questions are presented upon which they are, by the foregoing sections of this article, entitled to vote.

Article VII

Data Respecting Directors

Section 7.01. Number. The first board of directors of the corporation named in article 8 of these articles of incorporation shall consist of six directors, who shall serve until the first annual meeting of the shareholders. Subsequent to such first annual meeting, the number of directors of the corporation shall be not less than three nor more than nine, the exact number of directors to be specified, from time to time by the code of bylaws. If and whenever the code of bylaws does not contain a provision specifying the number of directors, the number shall be five.

Section 7.01. Qualifications. Directors need not be shareholders of the corporation. A majority of the directors at any time shall be citizens of the United States.

Article VIII

Further Data Respecting Directors

Section 8.01. Names and Post Office Addresses. The names and post office addresses of the first board of directors of the corporation are as follows:

Robert Epstein 426 South 19th Pocatello, Idaho 83201	A. Gene Soderquist 1332 South Shilling Blackfoot, Idaho 83221
Sue Barrington Route 6 Box 58 Blackfoot, Idaho 83221	Larry Johnson 329 South Birch Blackfoot, Idaho 93221
Kenneth R. Brown 1520 Wagon Wheel Drive Blackfoot, Idaho 83221	James E. Zeim 845 Barton Road #102 Pocatello, Idaho 83201

Section 8.02. Citizenship. All of such directors are citizens of the United States.

Article IX

Section 9.01. Names and Post Office Addresses. The names and post office addresses of the incorporators of the corporation are as follows:

Robert Epstein 426 South 19th Pocatello, Idaho 83201	A. Gene Soderquist 1332 South Shilling Blackfoot, Idaho 83221
Sue Barrington Route 6 Box 58 Blackfoot, Idaho 83221	Larry Johnson 329 South Birch Blackfoot, Idaho 83221
Kenneth R. Brown 1520 Wagon Wheel Drive Blackfoot, Idaho 83221	James E. Zeim 845 Barton Road #102 Pocatello, Idaho 93201

Section 9.02. Citizenship and Age. All of such incorporators are of lawful age; and a majority of such incorporators are citizens of the United States.

Section 9.03. Compliance with Provisions. The undersigned incorporators hereby certify that the person or persons intending to form the corporation first caused lists for subscriptions to the shares of the capital stock of the corporation to be opened at such time and place as he or they determined; where such subscriptions had been obtained in an amount not less the \$1,000.00, such person or person, or a majority of them, called a meeting of such subscribers for the purpose of designating the incorporators and of electing the first board of directors; the incorporators so designated are those named in section 9.01 of this article; and the directors so elected are those named in section 8.01.

Article X

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 10.01. Meetings of Shareholders. Meetings of the shareholders of the corporation shall be held at such place, within or without the State of Idaho, as may be specified in the respective notices, or waivers of notice, thereof.

Section 10.02. Meetings of Directors. Meetings of the board of directors of the corporation, regular or special, shall be held at such place, within or without the state of Idaho as may be specified in the respective notices, or waivers of notice, thereof.

Section 10.03. Code of Bylaws. The board of directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the code of bylaws of the corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full board of directors at the time of such action shall be necessary to take any action for the making alteration, amendment or repeal of the code of bylaws.

Section 10.04. Executive Committee. If the code of bylaws, for the time being in force, so provides, the board of directors may designate two or more of its number to constitute an executive committee, which committee, to the extent provided in the code of bylaws, shall have and exercise all of the authority of the board of directors in the management of the corporation, and shall have power to authorize the execution of and affixation of the seal of the corporation to, all papers or documents which may require it.

Section 10.05. Places of Keeping of Books of Account, Etc. Subject to the limitations existing by virtue of the laws of the State of Idaho, the books of account, records, documents and papers of the corporation may be kept at any place or places within or without the State of Idaho. Limitations on the place or places where the books of account, records, documents and papers of the corporation may be kept may be made from time to time by the code of bylaws of the corporation.

Section 10.06. Reliance by Directors on Books of Account, Etc. Each director of the corporation shall be fully protected in relying in good faith upon the books of account of the corporation or statements prepared by any of its officers and employees as to the value and amount of the assets, liabilities and net profits of the corporation, or any of such items; or in relying in good faith upon any other information pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Section 10.07. Provisions for Working Capital. The board of directors of the corporation shall have power, from time to time, to fix and determine and to vary the amount to be reserved as working capital of the corporation and, before the payment of any dividends or the making of any distribution of profits, it may set aside out of the net profits of the corporation such sum or sums as it may from time to time in its absolute discretion determine to be proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends, or for repairing corporate surplus, or for any corporate purposes that the board of directors shall think conducive to the best interest of the corporation, subject only to such limitations as the code of bylaws of the corporation may from time to time impose.

Section 10.08. To Whom Shares May Be Sold. Subject to the provisions of these articles of incorporation, any of the shares of the corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, corporations or other legal entities as the board of directors of the corporation may determine.

Section 10.09. Interest of Directors Contracts. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation, which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of

directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable hereto.

Section 10.10. Compensation of Directors. The board of directors is hereby specifically authorized, in and by the code of bylaws of the corporation, to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 10.11. Indemnification of directors, Officers and Employees. The corporation shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director, officer or employee of the corporation, or of any corporation which he served as such at the request of the corporation against the reasonable expenses, including attorney's fees actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. The corporation may also reimburse to any such director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled apart from the provisions of this article.

Section 10.12. Additional Powers of Directors. In addition to the powers and authorities hereinabove or by statute expressly conferred the board of directors of the corporation is hereby authorized to exercise all such powers and do all such acts and things as may be exercised or done by a corporation organized and existing under the provisions of the act.

Section 10.13. Amendments of Articles of Incorporation. The corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, and to reclassify the same, and to amend, alter, change or repeal any provision contained in the articles of the articles of incorporation or to any amendment hereto, in any manner how or hereafter prescribed or permitted by the provisions of the Title 30 Chapter 1, Idaho Business Corporation act or any amendment thereto, or by the provisions of any other applicable statute of the State of Idaho; and all rights conferred upon shareholders in the articles of incorporation or any amendment hereto are granted subject to these reservations.

In witness whereof, the undersigned, being all of the incorporators designated in article VIII, execute these articles of incorporation and certify to the truth of the facts therein stated this 13th day of November, 1985

Albert Epstein

Susan Livingston

Kenneth R. Brown

A. Gene Soderquist

Larry L. Johnson

James E. Zee