



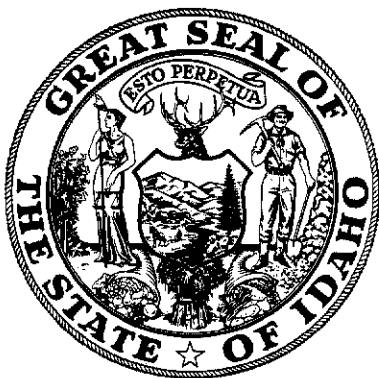
CERTIFICATE OF INCORPORATION
OF

AMERICA'S BEST CORPORATION

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 20, 1987



SECRETARY OF STATE

by:

ARTICLES OF INCORPORATION

OF

AMERICA'S BEST CORPORATION

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is America's Best Corporation.

ARTICLE II

Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III

Purposes

The purpose or purposes for which the corporation is organized are:

1. To manufacture, distribute, buy, sell, import, export, and otherwise deal in and with inexpensive consumer goods made of synthetic materials, wood, and metal, including but not limited to, toys, novelties, kitchen appliances, models, and similar products; to develop, patent, copyright or otherwise legally protect and exploit new formulae and methods for the fabrication of these and similar products; and to manufacture, buy, sell, or otherwise obtain and dispose of machinery, tools, accessories, and all other things necessary or useful in such business.

2. To engage generally in the wholesale and retail business of the sale of products of whatsoever kind or nature, and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

3. The transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares without nominal or par value, and which shall be all of the same class. Such stock may be issued from time to time without action by the stockholders, for such consideration as may be fixed from time to time by the Board of Directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid and nonassessable.

ARTICLE V

Internal Affairs of the Corporation

Section 1. Meetings of Shareholders. Meetings of the shareholders of the corporation may be held at such place, either within or without the State of Idaho, as may be provided in the Code of Bylaws. In the absence of any such provisions, all meetings shall be held at the registered office of the corporation.

Section 2. Code of Bylaws. The initial Code of Bylaws of the corporation shall be adopted by its Board of Directors and shall become effective upon ratification by the shareholders. The power to alter, amend or repeal the Code of Bylaws or to adopt a new Code of Bylaws shall be contained in the Code of Bylaws and the Code of Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with the Act, or these Articles of Incorporation.

ARTICLE VI

Address of Initial Registered Office

Registered Office: The address of the initial registered office of the corporation is 500 West, 425 North, Paul, Idaho, with a mailing address of P.O. Box 693, Rupert, Idaho 83350. The name of its initial Registered Agent at such address is Bertha R. Wood.

ARTICLE VII

Data Respecting Directors

The number of Directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as Director until the first annual

meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Bertha R. Wood	500 West, 425 North Route #1, Box 1328 Paul, Idaho 83347


ARTICLE VIII

Data Respecting Incorporators

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Bertha R. Wood	500 West, 425 North Route #1, Box 1328 Paul, Idaho 83347

EXECUTED IN DUPLICATE this 19 day of March, 1987.


Bertha R. Wood