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ARTICLES OF INCORPORATION
OF
WESTLEY SCOTT INC.

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation ("Corporation") under the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation shall be Westley Scott Inc.

ARTICLE II. PERIOD OF DURATION

The period of existence and duration of the life of this Corporation shall be perpetual.

ARTICLE III. PURPOSES

This Corporation is organized for the purposes of selling and distributing Westley Scott brand sporting firearms.

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

ARTICLE IV. STOCK

The total authorized number of shares of stock in the Corporation shall consist of One Hundred Thousand (100,000) shares of common stock. A par value of \$1.00 per share will be attached to the stock. All shares shall be one class,

aut William Vogel, P.A.
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ARTICLES OF INCORPORATION OF WESTLEY SCOTT INC.
IDAHO SECRETARY OF STATE
2003 MAR 17 05:00
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denoted common stock. Each share is entitled to one (1) vote.

ARTICLE V. RIGHTS

There are no provisions denying preemptive rights.

ARTICLE VI. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify are:

Neil L. Oldridge
1082 Upper Rocky Road
Sage1, ID 83860

Ted H. Hatfield
4501 Falkirk Bay
Oxnard, CA 93035

ARTICLE VII. BYLAWS

The provisions for the regulations of the internal affairs of the Corporation are to be set forth in the Bylaws of the Corporation.

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors. Such power may be exercised by a majority vote of the Board of Directors at any annual or special meeting of the Board of Directors called for that purpose.

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

Neil L. Oldridge
1082 Upper Rocky Road,
Sagle, ID 83860

ARTICLE IX. REGISTERED OFFICE

The address of the initial registered office of the Corporation is 1082 Upper Rocky Road, Sagle, Idaho 83860 and the name of the initial registered agent at such address is Neil L. Oldridge.

IN WITNESS WHEREOF I have hereunto set my hand this 14th day of March, 2003.

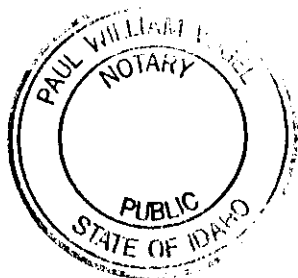

NEIL L. OLDRIDGE


STATE OF IDAHO)
) ss.
County of Bonner)

NEIL L. OLDRIDGE, being first duly sworn upon his oath, deposes and says that he has read the foregoing Articles of Incorporation and knows the contents thereof and that the statements contained therein are true upon his personal knowledge, information and belief.


NEIL L. OLDRIDGE

SUBSCRIBED AND SWORN TO before me this 14th day of March, 2003.




NOTARY PUBLIC - STATE OF IDAHO
Residing at Sandpoint
Commission Expires: 2.3. 2005