

State of Idaho

Department of State

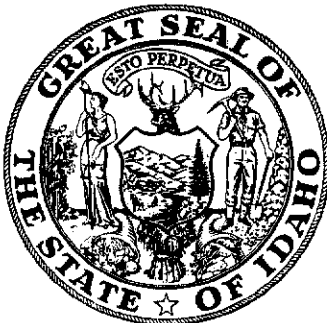
CERTIFICATE OF INCORPORATION OF

ROBSON'S PORTABLE WELDING, INC.
File number C 114393

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: April 1, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

SECRETARY OF STATE
STATE OF IDAHO

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SEVENTH: (A). That this corporation shall indemnify any director, officer, employee, shareholder, agent or representative so authorized by corporate action who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that said person is or was a director, officer, employee, shareholder, agent or representative of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, shareholder, agent or representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by said person in connection with the action, suit or proceeding if said person acted in good faith and in a manner which said person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had any reasonable cause to believe said person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, said person had reasonable cause to believe that his or her conduct was unlawful.

(B). That this corporation will indemnify any director, officer, employee, shareholder, agent or representative who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that said person is or was a director, officer, employee, shareholder, agent or representative of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, shareholder, agent or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorney's fees actually and reasonably incurred by said person in connection with the defense or settlement of the action or suit if said person acted in good faith and in a manner which said person reasonably believed to be in or not opposed to the best interest of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by court of competent jurisdiction, after exhaustion of all appeal therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly an reason-

ably entitled to indemnify for such expenses as the court deems proper.

(C). That as to the extent that a director, officer employee, shareholder, agent or representative of a corporation has been successful on the merits or otherwise in defense of action suit or proceeding referred to in paragraphs (A) and (B) hereinabove, or in defense of any claim, issue or matter therein said person must be indemnified by the corporation against expenses, including attorney's fees, actually and reasonably incurred by said person in connection with the defense.

(D). That any indemnification under paragraphs (A) and (B) hereinabove, unless ordered by a court or advanced pursuant to paragraph (D) hereinbelow, must be made by the corporation only as authorized in each specific case upon a determination that indemnification of the director, officer, shareholder or representative is proper in the circumstances. The determination must be made:

- i. By a majority vote of a quorum of the stockholders;
- ii. By a majority vote of a quorum of the board of directors consisting of directors who were not or are not parties to the act, suit or proceeding;
- iii. By independent legal counsel in a written opinion if a majority vote of a quorum consisting of directors were not parties to the act, suit or proceeding so orders; or
- iv. By independent legal counsel in a written opinion if a quorum consisting of directors who were not parties the act, suit or proceeding cannot be obtained.

(E). That the expenses of officers, director employees, shareholders, agent or representatives incurred defending a civil or criminal action, suit or proceeding, must paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected person to repay the amount if it is ultimately determined by a court of competent jurisdiction that said person is not entitled to be indemnified by said corporation.

EIGHTH: That this corporation may purchase and maintain insurance or make other financial arrangement on behalf of any person who is or was a director, officer, employee, shareholder, agent or representative of the corporation or is or was serving at the request of the corporation as a director, officer, employee, shareholder, agent or representative of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against said person and liability and expenses incurred by said person in said person's capacity as director, officer, employee, shareholder, agent or representative, or arising out of said person's status as such, whether or not the corporation has the authority to indemnify said person against such liability and expenses. In addition to insurance, said corporation may create a trust

fund, establish a program of selfinsurance, secure said corporation's obligation of indemnification by granting a security interest or other lien on any assets of the corporation or establish a letter of credit, guarantee or surety.

NINTH: That none of the financial arrangements in Article EIGHTH may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

TENTH: That the decision of the majority of board of directors as to the propriety of the terms and conditions of any insurance or other financial arrangement made pursuant to the hereinabove paragraphs and the choice of the person to provide the insurance to other financial arrangements is conclusive and the insurance or other financial arrangement is not void or voidable and does not subject any director approving it to personal liability for his action even if a director approving the insurance or other financial arrangement is a beneficiary of the insurance or other financial arrangement.

ELEVENTH: That the capital stock of this corporation, after the amount of the subscription price, if applicable, has been paid in, shall not be subject to assessment for any purpose whatsoever.

TWELFTH: That the names and addresses of each of the incorporators signing this Certificate of Articles of Incorporation are as follows:

NAME:

ADDRESS:

Darrell Robson


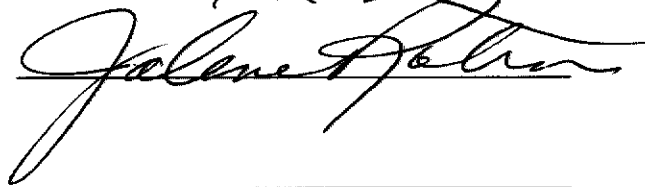
9056 Owyhee Dr., Nampa, ID 83686

Jalene Robson

9056 Owyhee Dr., Nampa, ID 83686

THIRTEENTH: That this corporation shall have perpetual existence.

IN WITNESS WHEREOF, we hereunto set our hand this 1st
day of April, 1996.

State of Idaho)
 S.S.
County of Canyon)

On this 1st day of April, 1996, before me personally
appeared Darrell Robson and Jalene Robson, whom I know personally to be the
person(s) whose name(s) ~~is~~ are subscribed to this instrument, and acknowledged that ~~he~~ she they executed
the same.

Patricia M. Jones

Notary Public

My Commission Expires Oct. 3, 2000