

Department of State.

CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

HOUSE OF PLASTIC, INC.

was filed in the office of the Secretary of State on the **Seventeenth** day of **September,** A.D. One Thousand Nine Hundred **Sixty-four** and duly recorded on Film No. **130** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for

perpetual existence from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **17th** day of **September**, A.D., 19 **64**

Secretary of State.

ARTICLES OF INCORPORATION

OF

HOUSES OF PLASTIC, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I

The name of this corporation is HOUSES OF PLASTIC, INC.

ARTICLE II

The objects and purposes for which the corporation is formed are:

As principal, agent or otherwise, to do, in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

(a) To do any and all acts necessary or incident to the business of making, manufacturing and producing sandwich panels having a skin of fiber glass and/or asbestos-cement wall board and/or polyester composition treated with

chemicals for hardening, pigmenting, and/or fire-extinguishing, and a core of foamed plastic or organic material or composed of any other mineral or metal or natural or synthetic substances or combination of substances, and to purchase or otherwise acquire and to hold, own, use, sell, import, export, dispose of or otherwise trade or deal in such panels and all other articles, products and substances related thereto, or of like or similar nature, or which may enter into the manufacture or any of the foregoing or be used in connection therewith.

(b) To make, manufacture, produce, prepare, process, purchase or otherwise acquire, and to hold, own, use, sell, import, export, dispose of or otherwise trade or deal in and with, machines, machinery, appliances, apparatus, goods, wares, products and merchandise of every kind, nature and description; and, in general to engage or participate in any manufacturing or other business of any kind or character whatsoever, whether or not related to, conducive to, incidental to or in any way connected with the above business.

(c) To engage in research, exploration, laboratory and development work relating to any material, substance, compound or mixture now known or which may hereafter be known, discovered or developed, and to perfect, develop, manufacture, use, apply and generally to deal in and with any such material, substance, compound or mixture.

(d) To adopt, apply for, obtain, register, purchase, lease, take licenses in respect of or otherwise acquire, and to

maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant licenses or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to , any trademarks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, processes, recipes, formulae and improvements and modifications thereof.

(e) To purchase, lease or otherwise acquire, to hold, own, use, develop, maintain, manage and operate, and to sell, transfer, lease, assign, convey, exchange or otherwise turn to account or dispose of, and otherwise deal in and with such real property as may be necessary or convenient in connection with the business of the corporation, and personal property, tangible or intangible, without limitation.

(f) To purchase, lease, construct or otherwise acquire, and to hold, own, use, maintain, manage and operate, buildings, factories, plants, laboratories, installations, equipment, machinery, rolling stocks, and other structures, facilities and apparatus of every kind and description, used or useful in the conduct of the business of the corporation.

(g) To purchase, lease, construct, or otherwise acquire, and to hold, own, use, maintain, manage and operate dwelling houses and other buildings at or near any place of business of the corporation for the purpose of furnishing housing and other conveniences to employees of the corporation, and

others, and to carry on a general mercantile business at or near any such place of business for the convenience of those residing in the vicinity thereof, and others.

(h) To purchase or otherwise acquire, and to hold, pledge, sell, exchange, or otherwise dispose of securities (which term, for the purpose of this Article 2, shall include any shares of stock, bonds, debentures, notes, mortgages or other obligations and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) created or issued by any person, firm, association, corporation or governmental body, and while the holder thereof to exercise all the rights, powers and privileges in respect thereof, including the right to vote, to the same extent as a natural person might or could do.

(i) To enter into, make, perform and carry out contracts of every kind and description, not prohibited by law, with any person, firm association, corporation or governmental body; and to guarantee the contracts or obligations, and the payment of interest or dividends on securities of any other person, firm, association, corporation or governmental body.

(j) To lend its uninvested funds from time to time to such extent, to such persons, firms, associations, corporations or governments or subdivisions, agencies or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

(k) To borrow money for any of the purposes of the corporation, from time to time, and without limit as to amount; from time to time to issue and sell its own securities in such amounts, on such terms and conditions, for such purposes and for such consideration, as may now be or hereafter shall be permitted by law; and to secure the same by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets, business and good will of the corporation, then owned or thereafter acquired.

(l) To acquire and undertake all or any part of the business, assets and liabilities of any person, firm, association or corporation on such terms and conditions as may be agreed upon, and to pay for the same in cash, property or securities of the corporation, or otherwise to conduct the whole or any part of any business thus acquired, subject only to the provisions of the law.

(m) To merge into, merge into itself or consolidate with, and to enter into agreements and cooperative relations, not in contravention of law, with any person, firm association or corporation.

(n) To purchase, or otherwise acquire and to hold, cancel, reissue, sell, exchange, transfer or otherwise deal in its own securities from time to time to such extent and upon such terms as shall be permitted by law; provided, however, that shares of its own capital stock so purchased or held shall not be directly or indirectly voted, nor shall they

be entitled to dividends during such period or periods as they shall be held by the corporation.

(0) To such extent as a corporation organized under the law may now or hereafter lawfully do, to do, either as principal or agent and either alone or through subsidiaries or in connection with other persons, firms, associations or corporations, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the law.

The foregoing provisions of this Article 2 shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article 2, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation.

ARTICLE III

This corporation is to have perpetual existence

ARTICLE IV

The location and post office address of the registered office of the corporation is P. O. Box 964, Boise, Idaho.

ARTICLE V

The capital stock of this corporation shall be, and is, 15,000,000 shares of common stock which shall have no nominal or par value. Without action by the stockholders, the shares of stock without par value may be issued by the corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors hereof, and any of such shares so issued, the full consideration of which has been paid or delivered, shall be deemed fully paid stock and not liable for any further call or assessment thereon, and the holder of such shares shall not be liable for any further payment thereon.

The designations, preferences, privileges and voting powers or restrictions or qualifications of the shares are as follows:

(a) Voting Rights: Each holder of common stock shall be entitled to one (1) vote for each share held except as may be required by law.

(b) Dividends: The Board of Directors may, in its absolute discretion, from time to time, and at any time or times, declare dividends as permitted by law upon the shares of stock.

(c) Liquidation: In the event of any voluntary or involuntary liquidation, the assets of the corporation remaining after payment of its liabilities shall be distributed to the holders of the stock of the corporation.

(d) Pre-emptive Rights: The right to subscribe for any new or additional shares of any class of stock by any stockholder shall be as the Board of Directors, may from time to time, and in its sole discretion determine, and no stockholder shall have any such right unless expressly granted by resolution of the Board of Directors.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
E. Welker Marchand	876 N. E. 81st St. Miami, Florida	1
Howard I. Manweiler	P. O. Box 964 Boise, Idaho	1
Margaret E. Lightfoot	P. O. Box 964 Boise, Idaho	1

ARTICLE VII

The number of directors of the corporation shall be fixed by, or in the manner provided in the By-Laws of the corporation, but in no case shall the number be less than three (3). Any additional directors may be elected by the directors then in office and the directors so elected shall hold office until their successors are elected and qualified.

ARTICLE VIII

(a) The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts, and the stockholders shall not be personally liable to creditors of the corporation, except to the extent of any amount which may at the time be unpaid on shares of stock of the corporation which are issued and outstanding and held by them.

(b) For the management of the business and for the conduct of the affairs of the corporation, and in further creation, definition, limitation and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

I. The directors need not be stockholders. Election of directors need not be by ballot unless the By-Laws so require. At any meeting of the directors, any director or directors may be represented and vote by proxy or proxies (who need not be directors), appointed by an instrument in writing, public or private, with or without power of substitution. Vacancies in the Board of Directors, whether resulting from an increase in the authorized number of directors or otherwise, shall be filled in the manner provided in the By-Laws.

II. In furtherance and not in limitation of the powers conferred by law, and subject at all times to the provisions thereof, the Board of Directors is expressly authorized and empowered:

a. To make, alter and repeal the By-Laws of the corporation, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

b. To determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations the accounts and books and documents of the corporation (other than the stock ledger), or any of them, shall be open to inspection by the stockholders; and no stockholder shall have any right to inspect any account or book or document of the corporation, except as conferred by the law, unless and until duly authorized to do so by resolution of the Board of Directors.

c. To authorize and issue obligations of the corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors in its sole discretion may determine, and to authorize the mortgaging or pledging of, and to authorize and cause to be executed mortgages and liens upon, any property of the corporation, real or personal, including after-acquired property.

d. To determine whether any, and, if any, what part of the net profits of the corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition thereof.

e. To set apart a reserve or reserves, and to abolish any such reserve or reserves, or to make such other provisions, if any, as the Board of Directors may deem

necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the business of the corporation (including the acquisition of real and personal property for that purpose) and for any other purpose of the corporation.

f. To establish bonus, profit-sharing, pension, thrift, and other types of incentive, compensation or retirement plans for the officers and employees (including officers and employees who are also directors of the corporation) and to fix the amounts of profits to be distributed or shared or contributed and the amount of the corporation's funds otherwise to be devoted thereto and to determine the persons to participate in any such plans and the amounts of their respective participations.

g. To issue, or grant options for the purchase of, shares of stock of the corporation to officers and employees (including officers and employees who are also directors) of the corporation and its subsidiaries for such consideration and on such terms and conditions as the Board of Directors may from time to time determine.

h. By resolution or resolutions, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which to the extent provided in such resolution or resolutions or in the By-Laws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation and may have power to authorize the seal

of the corporation to be affixed to all papers which may require it, such committee or committees to have such name or names as may be stated in the By-Laws or as may be determined from time to time by resolution adopted by the Board of Directors.

i. To exercise all the powers of the corporation, except such as are conferred by law, or by this Certificate of Incorporation or by the By-Laws of the corporation upon the stockholders.

III. Any one or all of the directors may be removed, with or without cause, at any time, by the vote of the holders of a majority of the stock of the corporation issued and outstanding and entitled to vote and present in person or by proxy at any meeting of the stockholders called for the purpose; and thereupon the term of each such director who shall be so removed shall terminate.

IV. No contract or other transaction between the corporation and any other corporation, whether or not such other corporation is related to the corporation through the direct or indirect ownership by such other corporation of a majority of the shares of the capital stock of the corporation or by the corporation of a majority of the shares of the capital stock of such other corporation, and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation or by

the fact that such other corporation is so related to the corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

V. Each director and officer of the corporation (and each director or officer of any other corporation serving as such at the request of the corporation because of the corporation's interest in such other corporation), whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation or of

such other corporation, except in relation to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty as such director or officer. In cases of settlement of any such action, suit or proceeding, such director or officer shall be indemnified by the corporation against the cost and expense of such settlement (including any amount paid to the corporation or to such other corporation) reasonably incurred by him, after, and only after (1) the corporation shall have been advised by independent counsel that such director or officer is not liable for negligence or misconduct in the performance of his duty as such director or officer in relation to the matters covered by such action, suit or proceeding, and that such cost and expense does not substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such action, suit or proceeding to a final conclusion, or (2) the holders of a majority of the shares of the capital stock of the corporation issued and outstanding in the hands of disinterested persons and entitled to vote shall by vote at any annual meeting of the stockholders, or at any special meeting called for the purpose, approve such settlement and the indemnification of such director or officer of the cost and expense thereof. The phrase "disinterested persons" as used herein shall mean any person other than (a) a director or officer who, at the time, is or may, as

such director or officer, be entitled to indemnification pursuant to the foregoing provisions, (b) any corporation or organization of which any such person owns of record or beneficially 5% or more of the voting stock, (c) any firm or association of which any such person is a member, and (d) any spouse, child, parent, brother or sister of any such stockholder.

The foregoing rights of indemnification shall apply to the heirs, executors and administrators of any such director or officer of the corporation or of any other such corporation, and shall not be exclusive of any other rights to which any director or officer (or his heirs, executors or administrators) may be entitled under any provision of the By-Laws of the corporation, any agreement or any vote of the stockholders, or as a matter of law, or otherwise.

VI. The stockholders and the Board of Directors of the corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the corporation, subject to the provisions of the law, at such place or places as may from time to time be designated by them.

(c) The corporation reserves the right to amend, alter or repeal any of the provisions of this Certificate of Incorporation and to add other provisions authorized by laws at the time in force in the manner and at the time prescribed by said laws, and all rights, powers and privileges at any time conferred upon the Board of Directors and the

stockholders are granted subject to the provisions of this Article.

(d) Notwithstanding any provisions of these Articles of Incorporation to the contrary, all rights or duties acquired or granted hereunder by any party or parties shall be governed by the law of the State of Idaho, and any disputes or differences arising from the interpretation or application of such rights or duties, as well as any matter arising from or out of the internal affairs of the corporation shall be equally governed by the applicable provisions of the law of the State of Idaho.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 17th day of September, 1964.



E. Welker Marchand



Howard I. Manweiler



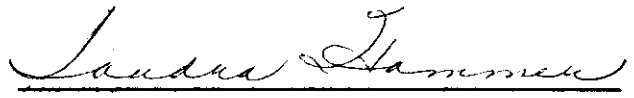
Margaret E. Lightfoot

STATE OF IDAHO)
) ss.
County of Ada)

On this 17th day of September, 1964, before me,
the undersigned, a Notary Public in and for said State,
personally appeared E. WELKER MARCHAND, HOWARD I. MANWEILER,
and MARGARET E. LIGHTFOOT, known by me to be the persons
whose names are subscribed to the within instrument, and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my seal the day and year in this certificate
first above written.

(SEAL)


Notary Public for Idaho,
Residing at Boise, Idaho.