

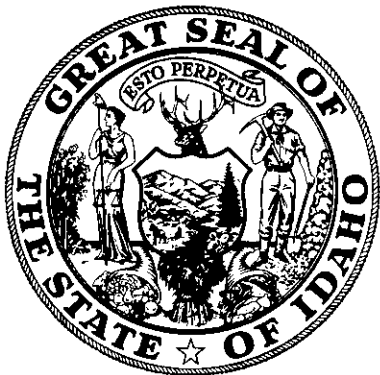
CERTIFICATE OF INCORPORATION
OF

ENERGY TECHNOLOGY, INC.

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: October 21, 1985



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

Oct 21 11 12 PM '85

SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

ENERGY TECHNOLOGY, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, W. Joseph Bassick, 2608 Redway Road, Boise, Idaho, David N. Sim, 6014 Emerald Street, Boise, Idaho 83704, Eugene Stonehocker, 19111-90th Avenue Surrey, British Columbia, V3T-5J4, having associated ourselves together to establish a corporation under the statutes of the State of Idaho, now execute these Articles of Incorporation which, when filed with the Secretary of State in and for the State of Idaho, shall constitute the Articles of Incorporation and Charter of Energy Technology, Inc.

ARTICLE I

NAME

The name of this corporation shall be:

ENERGY TECHNOLOGY, INC.

ARTICLE II

BUSINESS, OBJECTS, PURPOSES AND POWERS

The nature of the business, or objects or purposes to be transacted, promoted or carried on by this corporation, either within or without the State of Idaho, and the powers with which it shall be vested, are:

1. To generally engage in the electric research, development & manufacturing of automobiles & trucks, including, but not limited to, the business of buying and selling any, and all related equipment.

2. To generally engage in the electric car business in its corporate name or in a trade name, including, but not limited, to the construction of manufacturing plants, and all other facilities directly or indirectly related thereto, as well as other construction.

3. To apply for, obtain, register purchase, lease or otherwise to acquire and to hold, own, use, develop, operate, and introduce, and to sell, assign grant licenses, franchises, or territorial rights in respect to, or otherwise turn to account or dispose of, any trademarks, brands, labels, patent rights or letters patent of the United States or of any other country or government, or any inventions, improvements, and processes,

whether used in connection with or secured under letters of patent or otherwise.

4. To acquire, own, hold, develop, maintain, operate, manage, lease, sell, exchange, convey, dispose of, mortgage or encumber, and otherwise deal in property of every nature and description, both real and personal, whether situated in the United States or any foreign country, so far as permissible by law; to pay for the same in cash, the stock of this company bonds or otherwise, to hold or in any manner to dispose of the whole or any part of the property so acquired.

5. To manufacture, process, purchase, sell and generally to trade and deal in and with goods, wares and merchandise of every kind, nature and description, and to engage and participate in any mercantile, industrial, trading or service business of any kind or character whatsoever permitted by law.

6. To maintain storerooms, warehouses, repair and service shops, manufacturing and processing plants, and any and all other types of facilities, any or all of which may be owned, leased, rented, or held on purchase agreement or may be maintained, directly or indirectly, by agents or employees.

7. To make and enter into contracts for any and all lawful purposes.

8. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use

would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

9. To borrow or loan money, with or without security or by issuing debentures on such terms as the Board of Directors determines to be in the best interests of the corporation; to make and enter into contracts of any sort or kind with an individual, firm, association or corporation, government, public or municipal body politic, authorized or permitted by law.

10. To act as a dealer for the sale of its own stocks and bonds and to execute all instruments incident to the above; to enter into underwriting agreements for the sale of its stock, upon such terms and conditions as are permitted by the laws of the State of Idaho and the United States.

11. To indemnify officers, directors, and employees against harm or loss resulting from their actions in their capacities as such.

12. To purchase or otherwise dispose of, securities (which term includes, without limitation of the generality thereof), 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 persons, firms, associations, corporations, or governments or subdivisions

thereof; to make payment therefor in any lawful manner, and to exercise, as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

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

To endorse or guarantee the payment of principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities and to guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested of any persons, firm, association, corporation, government or subdivision thereof, or any other combination, organization or entity whatsoever.

14. To organize or cause to be organized under the laws of the State of Idaho, or of any territory, dependency, colony or possession of the United States of America, or of any foreign country, a corporation or corporations for the purposes for which the corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

15. To such extent as a corporation organized under the General Corporation Law of the State of Idaho may now or

hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, as a partner or in any other capacity, 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 General Corporation Law of the State of Idaho or under any act amendatory thereof, supplemental thereto or substituted therefor.

In construing the foregoing enumeration of powers and functions:

(1) In no instances shall the enumeration of one function or power be construed as implying the exclusion or limitation of any other function or power.

(2) All of the functions and rights authorized hereby shall be construed to apply to localities within and without the United States, and shall generally authorize the conduct of all or part of the corporate business beyond the State of Idaho, subject to such limitations as are imposed by the laws of the states in which the business is being transacted.

ARTICLE III

DURATION

This corporation shall have perpetual existence.

ARTICLE IV

CAPITAL STOCK AND VOTING RIGHTS

The authorized capitalization of this corporation is Seven Million, Five Hundred Thousand Dollars, (\$7,500,000.00), divided into 15,000,000 shares of Class A common stock of the par value of \$.25 each, and 15,000,000 shares of Class B common stock of the par value of \$.25 each. The rights and privileges relative to the Class A and Class B common stock shall be as follows:

(a) All stock when issued shall be fully paid and non-assessable.

(b) All holders of this corporation's common stock of whatever class shall be entitled to one vote for each share of stock held, exercisable either in person or by proxy at any annual or specially called meeting of stockholders.

(c) The Class A common stock shall be preferred as to dividends only, the nature of such preference being as follows:

(1) All dividends declared by the Board of Directors of this corporation shall be paid to the holders of the Class A common stock only until such time as dividends totalling \$.10 per share have been paid on all outstanding Class A shares.

(2) Then each outstanding share of Class A common stock has been paid a dividend or dividends totalling \$.10, the Class A and Class B common stock shall no longer be designated as Class A or Class B common stock, but all shares of whatever class then outstanding and which shall thereafter be issued shall be designated only as "common stock," and all shares of the said common stock shall be equal in all respects to all other shares of common stock.

(3) Upon payment of dividends totalling \$.10 per share to the holders of the Class A common stock as provided by this Article IV, the Board of Directors may require the exchange of any outstanding certificates for shares and issue new certificates therefor designated simply as common stock, and may order, as allowed by statute, any holders of outstanding certificates for shares to exchange them for new certificates within a reasonable time to be fixed by the Board of Directors. All shares of common stock shall continue thereafter to be equal in all respects to all other shares of common stock.

(d) Ownership of any amount of stock of this corporation shall not entitle the holder to any pre-emptive right to subscribe to any unissued stock or to any other security which

the corporation may be authorized to issue.

(e) Cumulative voting shall not be allowed in the election of directors.

(f) The Board of Directors may cause any stock issued by the corporation to be issued subject to such lawful restrictions as they deem fit; provided, however, such special restrictions shall appear on the certificates evidencing ownership of such stock.

ARTICLE V

DIRECTORS

The affairs of the company shall be governed by a board of three, to and including eleven, directors, as shall be determined by the by-laws of the company, and which numbers within these limitations may be varied by amendments to the by-laws; and the names of those who shall manage the affairs of the company for the first year of its existence, or until their successors are duly elected are:

W. Joseph Bassick
2608 Redway Road
Boise, Idaho 83704

David N. Sim
6014 Emerald Street
Boise, Idaho 83704

Eugene Stonehocker
19111-90th Avenue
Surrey, B.C. V3T-5J4

Vacancies on the Board of Directors, however created, may be filled by the surviving member or members. The management of the affairs of the company shall be vested in the Board of Directors, and they may delegate portions of their authority to an executive committee and may delegate the administrative functions of the company to such officers as they may determine from time to time. The powers of the Board of Directors of this company shall be unlimited, except as they may now or hereafter be restricted by the statutes of the State of Idaho.

ARTICLE VI

EMPLOYEE PARTICIPATION PLANS

The corporation shall be empowered to provide for and carry into execution a plan or plans for any or all of the following purposes:

(a) The issue and sale, or purchase and sale, of its capital stock, whether authorized or hereafter authorized, to any or all of its employees, including officers and directors and those actively engaged in the conduct of the business of the corporation, or of any subsidiary thereof, or of any corporation or association in which, or in the welfare of which, the corporation shall have an interest, or to a trustee or trustees for their benefit, upon such terms and conditions as may be determined by the Board of Directors, and incorporate in such

plan or plans, including payment for such stock in installments or at one time, with or without the right to both pending payment therefor in full, and for aiding or assisting any such employees and such other persons in paying for such stock by contributions, compensation for services or otherwise. All such sums expended in the formation, adoption and carrying out of any such plan, and the cost of any such aid, shall be regarded as part of the corporation's legitimate expenses.

(b) The participation by all or any of its employees, including officers and directors and those actively engaged in the conduct of its business, in the profits of the corporate enterprise or of any branch or division thereof, or in any plan for pension or retirement privilege, wholly or in part at the expense of the corporation, on such terms and conditions as may be determined by the Board of Directors and incorporated in such plan or plans. All sums expended by the corporation in the formation, adoption and carrying out of any such plan and the share in the profits of the corporation participated in by such persons, shall be regarded as part of the corporation's legitimate expenses.

(c) The furnishing to all or any of its employees, including officers and directors and those actively engaged in the conduct of its business wholly or in part at the expense of the corporation, of medical service, life disability, or unemployment insurance, education, housing, social and recreation service, or other similar aids, and services on such terms and

conditions as may be determined by the Board of Directors; provided, however, that in the event any such plan is financed in part at the expense of any employee or other said persons, then such employee or other persons shall have the right to elect whether or not to become a member of such plan. All sums expended by the corporation in the formation, adoption and carrying out of any such plan shall be regarded as the part of the corporation's legitimate expenses.

ARTICLE VII

OFFICE AND PLACE OF BUSINESS

The initial registered office and principal place of business of the corporation shall be located at 2608 Redway Road, Boise, Idaho, 83704. The initial registered agent shall be W. Joseph Bassick. The Board of Directors may, however, from time to time, establish such other offices, branches, subsidiaries or divisions in such other places as they may deem advisable.

ARTICLE VIII

PLACE OF MEETINGS

Meetings of the Board of directors and of the

stockholders may be held outside of the State of Idaho at such times and places as may be designated in the by-laws or resolutions of the Board of Directors.

ARTICLE IX

BY-LAWS

The Board of Directors shall have the power to make such prudential by-laws and amendments thereto as they may deem proper for the management of the affairs of the corporation, which by-laws shall not be inconsistent with these Articles of Incorporation, with the laws of the State of Idaho, or the laws of the United States.

ARTICLE X

LIABILITY OF STOCKHOLDERS

Stockholders shall not be liable for corporate debts to any extent whatsoever.

ARTICLE XI

TRANSACTIONS WITH DIRECTORS

OR OTHER INTERESTED PARTIES

No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or officers of, such other corporation; any director individually, or any firm of which such 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, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors, or a majority thereof, and any directors of this 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 of this corporation that shall authorize 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.

IN WITNESS WHEREOF, we have hereunto set our hand and
seals at Boise, Idaho, this_____ day of_____, 19____.

W. Joseph Bassick

W. JOSEPH BASSICK

David N. Sim

DAVID N. SIM

Eugene Stonehocker

EUGENE STONEHOCKER