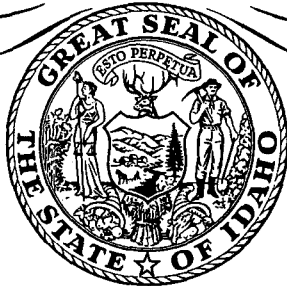


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

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

UNITED HYDRO-DYNAMICS CORPORATION

a corporation duly organized and existing under the laws of **Missouri** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **14th** day of **September** **1965**, a properly authenticated copy of its articles of incorporation, and on the **14th** day of **September** **1965**, a designation of **Delores Drabble** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

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 **14th** day of **September**, A.D. 19 **65**.

Secretary of State.

STATE OF MISSOURI



DEPARTMENT OF STATE

To all to Whom these Presents shall Come:

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of _____
CERTIFICATE OF INCORPORATION

AND

ARTICLES OF INCORPORATION

OF

UNITED HYDRO-DYNAMICS CORPORATION

as the same appears on file and of record in this office.

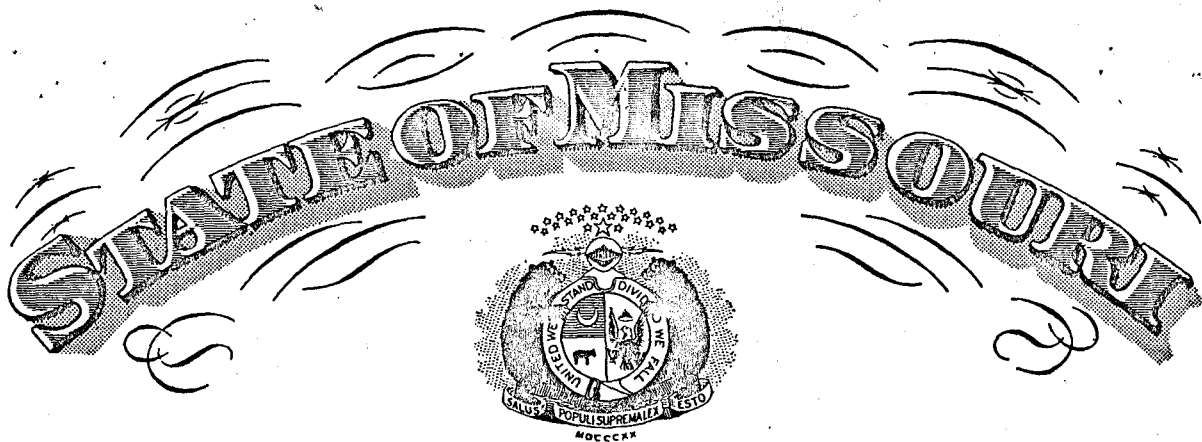


In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this
22nd day of July A. D.,
Nineteen Hundred and Sixty-Five.

James C. Kirkpatrick
T. R. O'Leary

SECRETARY OF STATE

DEPUTY SECRETARY OF STATE



Certificate of Incorporation

WHEREAS, An Association organized under the name of

UNITED HYDRO-DYNAMICS CORPORATION

has filed in the office of the Secretary of State Articles of Incorporation in writing as provided by law and has, in all respects, complied with the requirements of The General and Business Corporation Act of Missouri governing the formation of Private Corporations:

NOW, THEREFORE, I, WARREN E. HEARNES, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the date hereof, become a body corporate duly organized under the name of

UNITED HYDRO-DYNAMICS CORPORATION

and the address of its Initial Registered Office in Missouri is:

915 Walnut Street, Kansas City,

and is entitled to all the rights and privileges granted to corporations organized under The General and Business Corporation Act of Missouri for a term of perpetual years, and

that the amount of the Authorized Shares of said corporation is 3,000 common, @ \$10.00 par
THIRTY THOUSAND -----Dollars.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this

22nd day of May A. D., Nineteen
Hundred and Sixty-four

Warren E. Hearn

SECRETARY OF STATE

Custis Hill

DEPUTY SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
UNITED HYDRO-DYNAMICS CORPORATION

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, natural persons of the age of twenty-one years or more, being desirous of forming a corporation under the laws of Missouri, and more particularly under the provisions of the General and Business Corporation Act of Missouri, adopted by the laws of 1943, and amendments thereto, governing corporations for profit, and more particularly manufacturing and business corporations, have entered into the following agreement:

FIRST: The name of this corporation shall be United Hydro-Dynamics Corporation.

SECOND: The initial registered office of the corporation in the State of Missouri shall be located at 915 Walnut Street, Kansas City, Jackson County, Missouri. The name of the initial registered agent at such address shall be Bernard B. Levine.

THIRD: The aggregate number of shares which the corporation shall have the authority to issue shall be three thousand (3,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share.

FOURTH: The number and class of shares to be issued before the corporation shall commence business is fifty (50) shares of common stock of the par value of Ten Dollars (\$10.00) per share and the consideration to be paid therefor and the capital with which the corporation will commence business is Five Hundred Dollars (\$500.00), all of which amount has been paid up in lawful money of the United States.

FIFTH: The names and places of residence of the several shareholders, and the number of shares of common stock subscribed by each such shareholder, are as follows:

<u>Name</u>	<u>Residence</u>	<u>Shares</u>
Norman E. Greene	6019 Buena Vista Mission, Kansas	20
Bernard B. Levine	7318 Mercier Kansas City, Missouri	20
Rosemary Marra	5114 Karen Blvd. Kansas City, Missouri	10

SIXTH: The Board of Directors shall consist of five (5) persons. Five (5) directors shall be elected at the first meeting of the shareholders.

SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The purposes for which the corporation is formed are as follows:

1. To engage in the design, engineering, testing, manufacture, processing and sale of marine, land and air craft of every type and description, or combinations thereof, and deal in parts of every kind and nature suitable to such purpose and in all other articles or merchandise of a kindred nature, and to export, import and deal generally in all of the aforesaid property and services
2. To acquire by lease, option, purchase, gift, devise, grant, conveyance, agreement, or otherwise, and to own, hold, possess, enjoy, develop, and work, and to sell, lease, convey, or otherwise dispose of real estate, mines, mineral rights, and mineral lands in any part of the world, and especially lands containing or believed to contain deposits of gypsum, or other minerals, and any right, title, or interest therein; and to develop, operate, and work mines, upon, in, or under such lands, for the purpose of mining and producing gypsum and other ores and minerals; to mine, smelt, prepare for market, manufacture, buy, sell, exchange, and deal in gypsum, and in all kinds of ores, metals and minerals, and in the products and by-products thereof, of every kind and description.
3. To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer

or otherwise dispose of, to invest, trade, deal in and with goods, wares and merchandise and personal property of every class and description.

4. To acquire by gift, grant, lease, devise, purchase or otherwise, real property and interests in real property in its own name or in the name of nominees, and to secure options in its own name or in the name of nominees; and to own, hold, manage, improve, enlarge and develop all property owned, leased, or otherwise held by the corporation, and to rebuild, alter, modify and improve any buildings or other structures now or hereafter erected on any lands owned, leased, or otherwise held by the corporation, or under contract with or as agent for others.
5. To lend, advance money or extend credit to such persons, firms and corporations and on such terms as may seem expedient, and to take and hold real and personal property as security for the payment of any funds so loaned or advanced.
6. To lend money to and to aid in any manner any corporation or association of which any stocks, bonds, evidences of indebtedness or other obligations are held, or are in any manner guaranteed by the corporation or in which the corporation is in any way interested, and to do any other acts or things designed to preserve, protect, improve or enhance the value of any such stocks, bonds, evidences of indebtedness or other obligations.
7. To acquire, apply for, register, purchase, hold, own, use, sell, assign, lease, grant licenses or territorial rights in respect of, mortgage or otherwise dispose of Letters Patent of the United States or of any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names relating to or useful in connection with any business of this corporation.
8. To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association, corporation, municipality or government, including any instrumentality thereof.
9. To guarantee, underwrite, subscribe for, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares

- of the capital stock of, or any bonds, debentures, obligations, securities or evidences of indebtedness created by any other private or public corporation or corporations organized under the laws of this state or any other state, country, nation or government, or any government, municipality, trust, syndicate, partnership or individual, and while the owner thereof to do any act or thing permitted by law to preserve, protect, improve or enhance the value thereof and to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
10. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
 11. To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse discount, execute and issue promissory notes, drafts, bills or exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
 12. To buy, sell or otherwise deal in notes, open accounts and other similar evidences of debt, or to loan money and take notes, open accounts, and other similar evidences of debt as collateral security therefor.
 13. To purchase, hold, sell and transfer the shares of its own capital stock in the manner and to the extent permitted by the laws of the State of Missouri from time to time; provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.
 14. To have one or more offices, and to conduct its business and promote its objects within and without the State of Missouri, in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction.

15. To hold, grant options with respect to, sell, lease and otherwise dispose of real estate or any interest therein, and to mortgage and incumber the same.
16. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Missouri upon corporations formed under the laws of the State of Missouri, and to do any or all of the things hereinbefore set forth and all things incident and proper in connection therewith to the same extent as natural persons might or could do in any part of the world as principals, agents, trustees, contractors or otherwise.
17. The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make, alter, amend or repeal the by-laws of the corporation; and,
- (b) To set apart out of any of the money or funds of the corporation available for dividends a reserve or reserves for any proper purpose or to abolish any such reserve in the manner in which it was created.

TENTH: Each holder of common stock in the corporation shall have pre-emptive rights in all additional stock having voting rights (other than conditional or qualified voting rights) issued by the corporation, whenever issued, whether the issuance be of stock presently authorized or of stock hereinafter authorized, and such rights shall be exercisable within the time specified and at a price per share to be fixed by the Board of Directors, but such price shall in no event be less than the par value of each share issued if the shares are par value shares.

ELEVENTH: The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation, or any amendment of the provisions hereof, in the manner now or hereafter prescribed by statute, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power; provided, however, that in default of express statutory provision therefore, these Articles of Incorporation may be amended in any respect by a majority vote of the shareholders.

HS-08 RE 109

IN WITNESS WHEREOF, we have hereunto set out hands this 21st day of May, 1964.

Norman E. Greene
Norman E. Greene

Bernard B. Levine
Bernard B. Levine

Rosemary Marrs
Rosemary Marrs

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

On this 21st day of May, 1964, before me personally appeared Norman E. Greene, Bernard B. Levine and Rosemary Marrs, to me known to be the persons described in and who executed the foregoing instrument in duplicate, and acknowledged that they executed the same in duplicate each for himself as his free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in Kansas City, Missouri, the day and year first above written.

Notary Public
Notary Public

My Commission Expires:

May 28, 1965

STATE OF MISSOURI }
COUNTY OF JACKSON } SS.

The undersigned, Norman E. Greene, Bernard B. Levine and Rosemary Harris, being all of the incorporators of United Hydro-Dynamics Corporation, being duly sworn, upon his oath each did say that the statements and matters set forth in the foregoing Articles of Incorporation are true.

Norman E. Greene
Norman E. Greene

Bernard B. Levine
Bernard B. Levine

Rosemary Harris
Rosemary Harris

Subscribed and sworn to before me this 21st day of May, 1964.

Blanche Mueller
Notary Public

Commission Expires:

May 28, 1965

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

MAY 21 1964

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CORPORATION FILED