

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

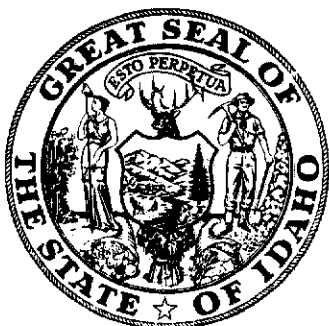
HEATERCRAFT MARINE PRODUCTS, INC.

File number C 109899

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HEATERCRAFT MARINE PRODUCTS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to HEATERCRAFT MARINE PRODUCTS, INC. to transact business in this State under the name HEATERCRAFT MARINE PRODUCTS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: March 22, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

Mar 22 3 20 PM '95
SECRETARY OF IDAHO

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Heatercraft Marine Products, Inc.

2. The name which it shall use in Idaho is Heatercraft Marine Products, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Washington

4. The date of its incorporation is 12/10/90 and the period of its duration, if other than perpetual, is _____

5. The address of its principal office in the state or country under the laws of which it is incorporated is
6012 E Broadway Spokane, WA 99212

6. The address to which correspondence should be addressed, if different than item 5, is

800 Clearwater Loop Post Falls, ID 83854

7. The street address of its proposed registered office in Idaho is _____

800 Clearwater Loop Post Falls, ID 83854, and the name of its proposed registered agent in Idaho at that address is Michael R Bailey

8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:

Assembly & distribution

(Continued on reverse)

Submit applications and certificate of status to:

Office of the Secretary of State
Division of Corporations
P.O. Box 83720
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE

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CK #: 6220 CUST#: 15402

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11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Heater Craft Marine Products Inc.
(Corporation name)

By  Its President/Vice President (please specify)

and  Its Secretary/Assistant Secretary (please specify)

I, Cheryl J Sargent, a notary public, do hereby certify that on this 20th day of March, 19 95, personally appeared before me Michael & Christine Bailey, who being by me first duly sworn, declared that (s)he is the President & Secretary of Hunter Craft Marine Products, Inc.

Cheryl T Sargent
Notary Public

MAR 22 3 20 PM '95
SECRETARY OF STATE



STATE of WASHINGTON SECRETARY of STATE

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

HEATERCRAFT MARINE PRODUCTS, INC.

I, RALPH MUNRO, Secretary of State of the State of Washington, hereby certify that I am the custodian of the corporation records of this state.

I FURTHER CERTIFY that the records on file in this office show that the above - named profit corporation was incorporated under the laws of the State of Washington and was issued a certificate of incorporation in Washington on December 10, 1990.

I FURTHER CERTIFY that as of the date of this certificate no Articles of Dissolution or Certificate of Withdrawal have been filed, that the conditions of the Revised Code of Washington, Title 23B.01.280(2) (a) through (d) have been met, and the corporation is duly authorized to transact business in the corporate form in the State of Washington.

Date: March 13, 1995

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

A handwritten signature in dark ink, appearing to read "Ralph Munro", written over a horizontal line.

Ralph Munro Secretary of State

D. Martinson