



Department of State

**CERTIFICATE OF QUALIFICATION OF
FOREIGN CORPORATION**

I, LOUIS E. CLAY Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

HEM CORPORATION

a corporation duly organized and existing under the laws of Delaware 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 10th day of October 19 66, a properly authenticated copy of its articles of incorporation, and on the 10th day of October 19 66, a designation of T. H. Eberle or W. C. Boden 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 10th day of October, A.D. 1966.

Secretary of State.

State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "USM CORPORATION", as received and
filed in this office the fifth day of August, A.D. 1966, at 10 o'clock
A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this fifth day
of October in the year of our Lord
sixty-six.
one thousand nine hundred and

Elisha C. Dukes

Secretary of State

L. L. Louns

Asst's Secretary of State

CERTIFICATE OF INCORPORATION

OF

USM CORPORATION

---ooOoo---

FIRST: The name of the Corporation is
USM CORPORATION

SECOND: Its principal office in the
State of Delaware is located at No. 100 West 10th
Street, in the City of Wilmington, County of New
Castle. The resident agent in charge thereof upon
whom process against the Corporation may be served,
is The Corporation Trust Company, No. 100 West 10th
Street, Wilmington, Delaware.

THIRD: The objects for which, and for any
of which, this Corporation is formed are to do any
or all of the things herein set forth, to the same
extent as natural persons might or could do the same,
and in any part of the world, namely:

To manufacture, buy, sell, operate and deal
in and with all kinds of machinery, tools and implements,

and mechanical devices and contrivances, including especially boot and shoe machinery, box forming machinery, cutting machinery, electronic component inserting machinery, nailing, tacking and screw driving machinery, packaging machinery, soldering machinery, stamping machinery, tanning machinery, and all kinds of mechanisms, contrivances, implements, tools, appliances, materials or things in any way connected with or useful in the manufacture of such machinery or the products produced thereby, and abrasives, awls and knives, box board, heels and lasts, industrial brushes, mechanical drive units, metal and plastic fasteners, metal fabrications and stampings, and processing paper, paper products, foils and fibers, and all kinds of chemicals or chemical compounds, including adhesives, bonding films, coatings, finishes, insole materials, and soling compounds.

To purchase, acquire, erect, establish, hold and dispose of manufactories, workshops, plants and buildings of every description, and to fully equip the same with a view to carrying out the purposes herein set forth, or any of them.

To purchase, lease or otherwise acquire, and to sell, let, mortgage, or otherwise dispose of, to the same extent that a natural person might do, lands,

buildings and all sorts of property, both real and personal, within or without the State of Delaware and in any part of the world.

To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, sell, assign or otherwise dispose of any and all trade-marks, trade-names and distinctive marks, copyrights and patent rights, and all inventions, improvements and processes used in connection with or secured under letters patent of the United States or elsewhere, or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise turn to account any such trade-marks, patents, licenses, concessions, processes and the like, or any such property, rights and information so acquired, and, with a view to the working and development of the same, to carry on any legal business whatsoever, whether manufacturing or otherwise, which the Corporation may deem calculated, directly or indirectly, to accomplish these objects, or any of them.

To acquire the good will, rights, stock and property of all kinds, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation, and to pay for the

same in cash, stock of this Corporation, bonds, or otherwise.

To issue from time to time, so far as may be convenient for the accomplishment of the purposes, or any of them, herein contained, bonds of the Corporation to such amount, in such denomination and on such terms as the Board of Directors may determine, and, if desired, to secure the same by pledge or mortgage of any or all of its property, and, if deemed advisable, by mortgage of the franchises of the company, in such manner as may be allowed by law.

To hold, purchase, or otherwise acquire and invest in, sell, assign and transfer, mortgage, pledge, guarantee, or otherwise dispose of shares of the capital stock, bonds, debentures, or other evidences of indebtedness created by any other corporation or corporations; and, while the holder of such stock, bonds and debentures, to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

To make and enter into contracts of every sort and kind with any individual, firm, association, corporation -- private, public or municipal -- and with the Government of the United States, of any state, territory or colony thereof, or any foreign government.

To carry on any other business, and to do any and all other things which may seem to the Corporation capable of being conveniently carried on or done in connection with the objects hereinbefore set forth, or any of them, or calculated, directly or indirectly, to develop the business of the Corporation, or to enhance the value of its property or rights; and to do all or any of the above things within or without the State of Delaware and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with other individuals, firms, associations or corporations.

It is intended that the objects specified and clauses contained in this third paragraph shall, except where otherwise expressed in said paragraph, be nowise limited or restricted by reference to, or inference from the terms of any other clause of this, or any other paragraph in this Certificate of Incorporation, but that the objects specified in each of the clauses of said third paragraph shall be regarded as independent objects, and shall further be regarded as in furtherance of and not in limitation of the general powers conferred by the laws of the State of Delaware.

FOURTH: The total number of shares of capital stock which the Corporation shall have authority to issue is One Thousand (1,000), all of which are to be common stock, and the par value of each share is One Dollar (\$1.00) amounting in the aggregate to One Thousand Dollars (\$1,000.00). Each such share shall have full voting power.

FIFTH: The minimum amount of capital with which the Corporation shall commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
B. J. Consono	Wilmington, Delaware
F. J. Obara, Jr.	Wilmington, Delaware
A. D. Grier	Wilmington, Delaware

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

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

To make, alter or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution passed by a majority of the whole board, 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 the resolution or in the by-laws of the Corporation, 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 authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or

committees shall have such name or names as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a meeting of the stockholders duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such considerations, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

TENTH: No stockholder shall be entitled as a matter of right to subscribe for, purchase or receive any shares or any rights or options of the Company which it may issue or sell, whether out of the number of shares of any class now or hereafter authorized, but all such

shares, rights or options may be issued and disposed of by the Board of Directors for such lawful consideration as they may deem advisable.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 5th day of August A. D. 1966.

B. J. Consono (SEAL)

F. J. Obara, Jr. (SEAL)

A. D. Grier (SEAL)

STATE OF DELAWARE

COUNTY OF NEW CASTLE

SS:

BE IT REMEMBERED that on this 5th day of August A. D. 1966, personally came before me, a Notary Public for the State of Delaware, B. J. Consono, F. J. Obara, Jr. and A. D. Grier, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

A. Dana Atwell
Notary Public

""""""""""
" A. DANA ATWELL "
" NOTARY PUBLIC "
" APPOINTED OCT. 29, 1965 "
" STATE OF DELAWARE "
" TERM TWO YEARS "
""""""""""