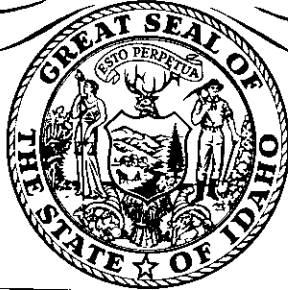


State of Idaho



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

MAQUIN PRODUCTS COMPANY

a corporation duly organized and existing under the laws of **California,** 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 **sixteenth** day of **September,** 19 **59** a properly authenticated copy of its articles of incorporation, and on the **sixteenth** day of **September,** 19 **59**, a designation of **J. L. Eberle,** 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 **16th** day of **September**, A.D. 19 **59**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

To all to whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared from certain records on file in my office and is a full, true and correct copy thereof.



IN WITNESS WHEREOF, I herunto
set my hand and affix the Great
Seal of the State of California

this SEP 1 1959

Frank M. Jordan

Secretary of State

William M. ...
Assistant Secretary of State

Restriction of right
to marital activities
No

ARTICLES OF INCORPORATION
OF
MAGNUM PRODUCTS COMPANY

FILED

In the office of the Secretary of State
of the State of California

AUG 29 1947

FRANK M. JORDAN, Secretary of State

By Frank M. Jordan
Deputy

219937

I

The name of this corporation is Magnum Products Company.

II

The purposes for which this corporation is formed are:

(a) To manufacture, construct and sell machinery of every kind and description and articles of every nature, and more particularly plumbing equipment, tooling, tool designing and related activities, and to acquire, hold, possess, and own letters patent of the United States or of any foreign country, now or hereafter issued or to acquire licenses under such patents for the manufacture and sale of machinery or improvements thereon or articles of any nature, and to beneficially use rights under such patents by vending the said patents, or rights and licenses thereunder; to manufacture as herein specified, either directly or indirectly, or by contract with other corporations or with individuals; and for the better attainment of the general purposes thus indicated to purchase, lease, hold and convey all necessary property, real or personal, wheresoever the same may be situated.

(b) To acquire by purchase, lease or otherwise, lands of any and every description and leasehold estates and other interests therein; to improve and hold lands for investment purposes; to construct improvements upon lands owned by this corporation or held under leasehold or otherwise; to deal in lands, buying, and selling real property of any description;

to deal in leasehold estates and other estates in land less than the fee thereof; to sublet real property of every kind and character, and to relet and underlet any and all such real property; to engage in the business of subdividing lands and to hire, buy, sell and deal in any and all classes of real property and improvements thereon and interests.

(c) To buy, sell and deal in securities of every description, including mortgages, bonds, debentures, promissory notes, commercial paper and securities of other classes; to buy, sell and generally deal in shares and bonds of other corporations; to exchange shares or bonds, or either or both issued by this corporation for shares, bonds or other securities issued by other corporations, or for real or personal property of any kind.

(d) To engage, generally, in the business of financing any lawful enterprise in any lawful way.

(e) To hold for investment purposes securities of any and every description in whatsoever manner acquired; to exchange any real or personal property of this corporation for other real or personal property including corporate shares of other corporations or bonds or other obligations thereof; and to generally deal in any and all classes of real or personal property hereintofore mentioned.

(f) To act as agent, factor or broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description, and in selling or purchasing corporate shares, bonds, debentures or other securities.

(g) To own, operate, maintain, manage, equip, improve, repair, alter and otherwise deal with, use and enjoy,

to invent, design, develop, assemble, build, construct, fabricate, manufacture, buy, import, lease as lessee and otherwise acquire, to mortgage, deed in trust, pledge and otherwise encumber, and to sell, export, lease as lessor and otherwise dispose of goods, wares, merchandise and personal property of every sort, nature and description.

(h) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking either wholly or in part the liabilities of any person, firm, association or corporation; and to acquire any business as a going concern or otherwise (1) by purchase of the assets thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any other manner, and to pay for the same in cash or in the shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of; the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(i) To purchase, acquire, own, hold, lease either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, dwelling houses, apartment houses, hotels, boarding houses, business blocks, office buildings, garages, stations, warehouses, manufacturing works and plants, and other buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal and mixed, whatsoever

situated, including water and water rights.

(j) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(k) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(l) To promote or to aid in any manner, financially or otherwise any person, corporation or association of which any shares, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, corporation or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(m) To borrow money; to issue bonds, notes, debentures or such other obligations of this corporation from time to time for any of the objects or purposes of this corpora-

tion, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(n) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in, shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign, and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do.

(o) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries; and to hold, purchase, mortgage and convey real and personal property either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

(p) To purchase, acquire, own, hold, sell, assign, and transfer shares of other corporations or shares of its own capital stock, provided, however, that said shares of its own capital stock must be purchased, acquired, owned, held, sold and/or transferred in accordance with Section 342 of the Civil Code of the State of California.

The foregoing statement of purposes shall be con-

strued as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

III

The County in the State of California where the principal office for the transaction of business of this association is located in Los Angeles County.

IV

This corporation is authorized to issue one class of shares of stock. The total number of said shares shall be 100,000, and such shares shall be of a par value of \$1.00, and an aggregate par value of \$100,000.00.

V

The number of directors is three, and the names and addresses of the persons who are appointed to act as the first directors are as follows:

- | | |
|---------------------|---|
| 1. W. A. Davidson | 464 Kingtee,
Downey, California |
| 2. Wm. J. Cushnagha | 523 Cedar Ave.,
Bellflower, California |
| 3. Calvin L. Helgoe | 1530 Old Mill Road,
San Marino, California |

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these

Articles of Incorporation this 27th day of August, 1947.

W. A. Davidson
W. A. DAVIDSON

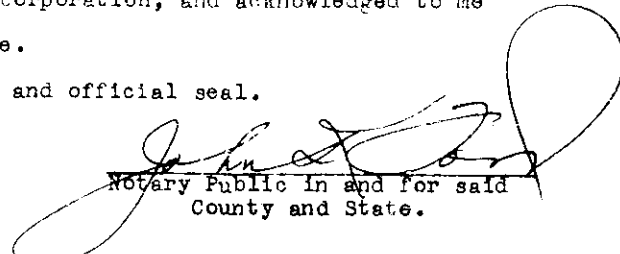
A. J. Bushmahan
A. J. BUSHMAHAN

Calvin L. Helgøe
CALVIN L. HELGØE

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 27th day of August, 1947, before me, a
Notary Public in and for said County and State, residing therein,
duly commissioned and sworn, personally appeared W. A. Davidson,
known to me to be the person whose name is subscribed to the
foregoing Articles of Incorporation, and acknowledged to me
that he executed the same.

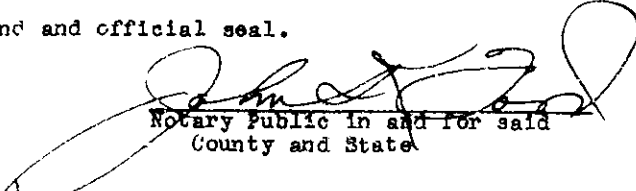
WITNESS my hand and official seal.


Notary Public in and for said
County and State.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 27th day of August, 1947, before me, a
Notary Public in and for said County and State, residing therein,
duly commissioned and sworn, personally appeared Wm. J.
Cushnaghan, known to me to be the person whose name is sub-
scribed to the foregoing Articles of Incorporation, and acknowl-
edged to me that he executed the same.

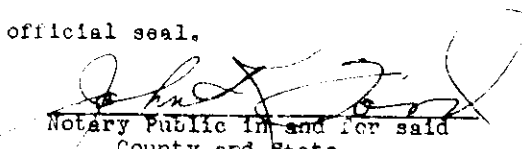
WITNESS my hand and official seal.


Notary Public in and for said
County and State.

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On this 27th day of August, 1947, before me, a
Notary Public in and for said County and State, residing therein,
duly commissioned and sworn, personally appeared Calvin L.
Helgoe, known to me to be the person whose name is subscribed
to the foregoing Articles of Incorporation, and acknowledged
to me that he executed the same.

WITNESS my hand and official seal.


Notary Public in and for said
County and State.