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State of Idaho

Department of State

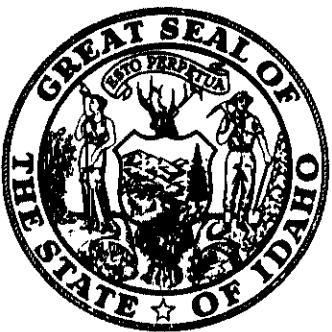
CERTIFICATE OF INCORPORATION OF

MAAS ACOUSTICAL, 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: March 25, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Ara Sabel*

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ARTICLES OF INCORPORATION

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MAAS ACOUSTICAL, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation, Act, adopts the following Articles of Incorporation for such Corporation.

FIRST: The name of the Corporation is MAAS ACOUSTICAL, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which this Corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) at par value of \$.10 cents each.

FIFTH: The address of the initial registered office of the Corporation is: Maas Acoustical, Inc.
2243 East 3100 South
Wendell, Idaho 83355

and the name of its initial registered agent at such address is Bruce Maas.

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the name and address of the persons who are to serve as directors until

the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
Bruce Maas	2243 East 3100 South Wendell, ID 83355
Diana Maas	2243 East 3100 South Wendell, Idaho 83355
Robert W. Bartlett II	Post Office Box 818 Wendell, Idaho 83355

SEVENTH: All shares of stock in this corporation shall be assessable, as provided for and limited by Idaho Law.

EIGHTH: The name address of the incorporator are:

Name	Address
Bruce Maas	2243 East 2100 South Wendell, Idaho 83355

NINTH: In the event the stockholders of the corporation ever elect to be taxed pursuant to the S corporation provisions of the Internal Revenue Code of 1986, as amended ("Election"), then to the extent allowed by law, the corporation and the Board of Directors will each year, on or before the due date(s) for estimated payments(s) of federal and applicable state and local income taxes, pay to the stockholders, by way of salary, bonus, dividend or otherwise, sufficient money for each stockholder to pay the federal and applicable state and local income taxes due for the applicable time periods.

TENTH: In the event of an Election, neither any stockholder nor any of the officers of the corporation may, without the prior written consent of the record holders of more than fifty percent (50%) of the then outstanding shares of stock in the corporation, make or effect any transfer

of any shares of stock in the corporation that would cause a termination or invalidation of the Election.

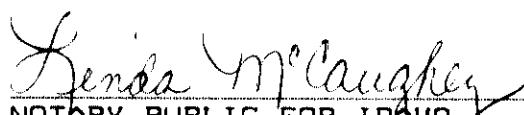
DATED this 22nd day of March, 1994.


Bruce Maas, Incorporator

STATE OF IDAHO)
County of Gooding)
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I, the undersigned, a Notary Public in and for said State, do hereby certify that on the 22nd day of March, 1994, personally appeared before me the above named incorporator, and being first duly sworn, declared that he is the incorporator of MAAS ACOUSTICAL, INC., that he signed the foregoing Articles of Incorporation as incorporator of the Corporation, and the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date first above written in this Certificate.


Linda McLaughlin
NOTARY PUBLIC FOR IDAHO
Residing at: Hagerman, Gooding County
Commission Expires: May 19, 1995