



CERTIFICATE OF INCORPORATION
OF

STA-DRI, 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: *February 24, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF

FEB 24 9 29 AM '86
SECRETARY OF STATE

STA-DRI, INC.

The undersigned, JAMES CLIFTON MARSHALL II, of legal age, comes for the purpose of forming a corporation under the laws of the State of Idaho, in pursuance thereof does hereby sign and deliver in duplicate to the Secretary of the State of Idaho the following Articles of Incorporation, and does state as follows:

ARTICLE I.

The name of the corporation shall be STA-DRI, INC.

ARTICLE II.

The duration of the corporation shall be perpetual.

ARTICLE III.

The corporation is formed and organized for the purpose of manufacturing and marketing a sta-dri sock and the transaction of any kind in all lawful business for which a corporation may be incorporated under the laws of the State of Idaho.

ARTICLE IV.

The authorized capital stock of the corporation shall be Ten Million Shares (10,000,000) common stock and One Hundred Thousand Shares (100,000) preferred stock. The said capital stock shall be common stock and preferred stock having no par value. Three Million Shares (3,000,000) common stock and One Hundred Thousand Shares (100,000) preferred stock of initial capital stock shall be issued.

ARTICLE V.

The address of the initial registered office of the corporation shall be Box 57D, Cataldo, Idaho 83810. The name of the initial registered agent of the corporation at such address is JAMES CLIFTON MARSHALL II.

ARTICLE VI.

The number of directors constituting an initial Board of Directors of this corporation is five (5). The bylaws shall provide that the corporation, from time to time, may have nine (9) directors but shall have no less than three (3). The names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors may be elected and qualify, are as follows:

President: James C. Marshall II, Box 57D, Cataldo, ID 83810

Vice-Pres.: Jack Pitts, Rt. 1, Box 48, Cheney, WA 99004

Sec./Treas.: Charles Lee, 1250-700 West Georgia Street, P.O. Box 10061, Vancouver, B.C., Canada V7Y 1B6

Director: J.C. Marshall, Box 57D, Cataldo, ID 83810

Director: Jerry Pitts, Rt. 1, Box 34L, Cheney, WA 99004

ARTICLE VII.

The name and address of the incorporator is as follows:
JAMES CLIFTON MARSHALL II, Box 57D, Cataldo, ID 83810.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 6TH day of February, 1986.


JAMES CLIFTON MARSHALL II

STATE OF)
 : ss.
COUNTY OF)

I certify that I know or have satisfactory evidence that JAMES CLIFTON MARSHALL II signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Given under my hand and official seal this 21st day of February, 1986.

Lesley DeLange
NOTARY PUBLIC in and for the
State of *Idaho*, residing
at *Kellogg*. My appointment
expires *Life*.

CONSENT TO SERVE AS REGISTERED AGENT

I, JAMES CLIFTON MARSHALL II, hereby consent to serve as registered agent, in the State of Idaho, for the following corporation: STA-DRI, INC. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am an agent.

DATED this day of February, 1986.


JAMES CLIFTON MARSHALL II

Address: Box 57D
Cataldo, ID 83810