



CERTIFICATE OF INCORPORATION
OF

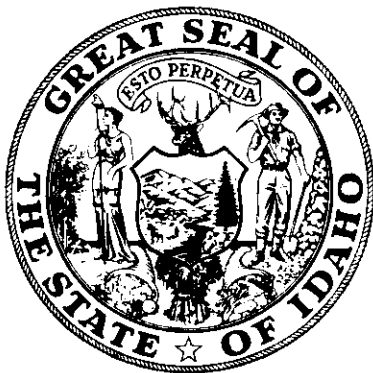
_____ NATIONAL AMERICAN MANUFACTURING, INC. _____

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 _____

_____NATIONAL AMERICAN MANUFACTURING, INC._____,
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 January 29, 1960.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION OF
OF STATE
NATIVE AMERICAN MANUFACTURING, INC.

WE, THE UNDERSIGNED natural persons of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this corporation is Native American Manufacturing, Inc.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purposes for which this corporation is organized are:

- (a) To fabricate, manufacture and market metal products and do research and development in connection therewith.
- (b) To buy, sell, franchise, or lease.
- (c) To buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export goods of every class and description, and to do each and every other lawful business activity related thereto.
- (d) To acquire by purchase, exchange, gift, bequest, sub-scription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipt or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, associations, or corporations,

or any government or subdivisions, agencies, or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

(e) To engage in any other lawful and proper purpose or activity and to do so as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

(f) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation. It is the intention that the purposes and powers specified in this Article shall be regarded as independent purposes and powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is ~~50,000 shares at no par value.~~ ^{50,000 shares at .10¢ a share}

*authorized
by Edward Milton*

ARTICLE V

Shareholders shall have pre-emptive rights to acquire unissued or additional shares and treasury shares of the corporation.

ARTICLE VI

Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-Laws which original By-Laws shall be subscribed and adopted by the Board of Directors of the corporation. Thereafter, By-Laws may be adopted, amended, or repealed either by shareholders or by the Board of Directors in accordance with the By-Laws.

ARTICLE VIII

The address of the initial registered office of the corporation is 366 Gladstone Street, Idaho Falls, Idaho 83401, and the name of its initial registered agent at such address is Edward L. Milton.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Edward L. Milton	366 Gladstone Street, Idaho Falls, Idaho 83401
Shelley Milton	366 Gladstone Street, Idaho Falls, Idaho 83401
Kenneth Clyde von Bargaen	1951 EASTGATE DRIVE, IDAHO FALLS, IDAHO 83401

ARTICLE X

The name and address of each incorporator is:

Edward L. Milton	366 Gladstone Street, Idaho Falls, Idaho 83401
Shelley Milton	366 Gladstone Street, Idaho Falls, Idaho 83401
Kenneth Clyde von Bargaen	1951 EASTGATE DRIVE, IDAHO FALLS, IDAHO 83401

ARTICLE XI

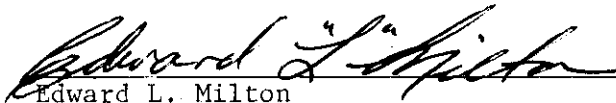
After stock has been issued by the corporation, no transfer of said stock by any stockholder shall be binding upon this corporation until the expiration of six months after the company, through its secretary, and each stockholder of the company shall have received written notice from the stockholder of the proposed transfer or sale. The notice shall state the number of shares proposed to be transferred, either with or without consideration, or sold, the price at which the proposed transfer or sale is to be made and the name of the prospective transferee or buyer. At any time during said six month period, the corporation shall have the first option to purchase all or any part of said shares and each stock-

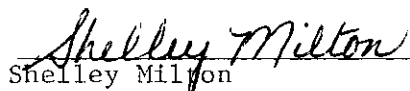
holder shall have the second option to purchase all or any part of said shares not taken by this corporation at a price equal to the price offered by the prospective transferee or buyer or the fair market value of the same at the time of receipt of such notice, whichever is less. The fair market value of the shares proposed to be transferred or sold shall be determined by three independent appraisers who are competent to make such appraisal and who shall be appointed by the Board of Directors of the corporation. In the event the corporation exercises its option it shall purchase said shares out of the earned surplus and the unrestricted and unreserved capital surplus available therefor. In the event the corporation fails to exercise its option to purchase all or any part of the shares shown in the notice and if any stockholder exercises its option, then such stockholder shall have the right to purchase all of the remaining shares; and in the event two or more stockholders exercise their options to purchase, then such shareholder so exercising its option shall be entitled to purchase the percentage of such remaining shares as is equal to the percentage which that particular stockholder's ownership in the corporation bears to the total ownership of all stockholders exercising their options. This section shall be inoperative where the written consent of all of the stockholders of record at the time of any such proposed transfer or sale is first had and obtained or where a gift of stock is being made by one stockholder to another stockholder of the company.

ARTICLE XII

The corporation shall have power to purchase, hold, sell, and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors may determine.

DATED this 10 day of December, 1979.


Edward L. Milton


Shelley Milton


Kenneth Clyde von Bagen

Edward L. Milton
Edward L. Milton

Shelley Milton
Shelley Milton

Kenneth Clyde von Bargen
Kenneth Clyde von Bargen

STATE OF IDAHO)
 : ss.
COUNTY OF BONNEVILLE)

Before me, a Notary Public, in and for said County and State personally appeared EDWARD L. MILTON, known to be one of the three persons designated in and who executed the foregoing Articles of Incorporation. He acknowledged to me that he executed the same freely and voluntarily for the purpose therein mentioned.

Louis M. Southwick
NOTARY PUBLIC

Residing at:

Idaho Falls, Idaho.

My Commission Expires:

Sept. 18, 1983.

STATE OF IDAHO)
 : ss.
COUNTY OF BONNEVILLE)

Before me, a Notary Public, in and for said County and State personally appeared SHELLEY MILTON, known to be one of the three persons designated in and who executed the foregoing Articles of Incorporation. She acknowledged to me that she executed the same freely and voluntarily for the purpose therein mentioned.

Louis M. Southwick
NOTARY PUBLIC

Residing at:


Idaho Falls, Idaho.

My Commission Expires:

Sept. 18, 1983.

STATE OF IDAHO)
 : ss.
COUNTY OF BONNEVILLE)

Before me, a Notary Public, in and for said County and State personally appeared KENNETH CLYDE von BARGEN, known to be one of the three persons designated in and who executed the foregoing Articles of Incorporation. He acknowledged to me that he executed the same freely and voluntarily for the purpose therein mentioned.


NOTARY PUBLIC

Residing at:


My Commission Expires:
