

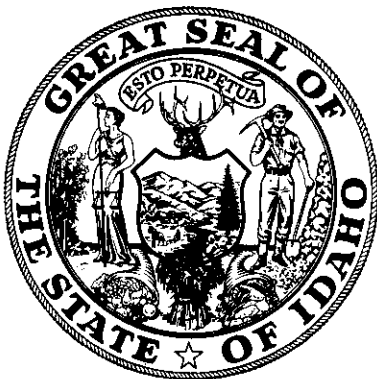
CERTIFICATE OF INCORPORATION
OF

BOSCA INTERNATIONAL, 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: *June 16, 1986*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JUN 16 4 11 PM '86
RECEIVED BY STATE

ARTICLES OF INCORPORATION

OF
BOSCA INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS that these Articles of Incorporation have been executed by the undersigned for the purpose of forming a general business corporation in the State of Idaho under the Idaho Business Corporation Act.

ARTICLE I

Name

The name of the corporation is BOSCA INTERNATIONAL, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

The nature of the business of the Corporation and the objects and purposes to be transacted, promoted or carried on by it are: to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is 1000 shares of common stock with no par value.

ARTICLE V

Registered Office and Agent

The registered office of the Corporation is 8561 Westpark Street, Boise, Idaho, 83704. The registered agent at that address is Neil Martin.

ARTICLE VI

Directors

The initial Board of Directors shall consist of three Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders and until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES THOMAS FREDERIC FRANCIS	5 Woodmancote Road Khandallah Wellington, New Zealand
PETER GEORGE WALL	31 Fitzroy Street Wadestown Wellington, New Zealand
IAN WILLIAM MCINNES	2 Tapestry Grove Silverstream Upper Hutt, New Zealand

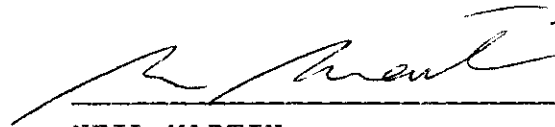
ARTICLE VII

Incorporator

The name and address of the Incorporator is as follows:

NEIL MARTIN	8561 Westpark Street Boise, Idaho 83704
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IN WITNESS WHEREOF, these Articles of Incorporation have
been signed this 12 day of June, 1986.



NEIL MARTIN