



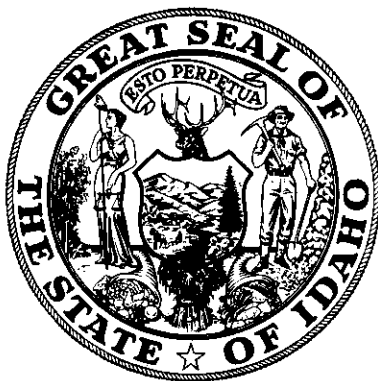
**CERTIFICATE OF INCORPORATION
OF**

POWER DYNAMICS INCORPORATED

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 4, 1985**



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

POWER DYNAMICS INCORPORATED

The undersigned hereby establish a Corporation pursuant to the Idaho Business Corporation Act, as amended (the "Act"), and adopt the following articles of incorporation.

FIRST: The name of the Corporation is Power Dynamics Incorporated.

SECOND: The Corporation shall have perpetual existence.

THIRD: (a) The purposes for which the Corporation is organized are:

(i) To design, manufacture, and market digital variable speed drives; and

(ii) To transact any and all lawful business for which Corporations may be incorporated under the Act.

(b) The Corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon Corporations organized under the Act and may do everything necessary, suitable or proper to accomplish any of its corporate purposes.

FOURTH: (a) The aggregate number of shares that the Corporation shall have authority to issue is 10,000,000 shares of common stock without par value.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the Corporation and entitled to vote, except that in the election of directors he shall have the right to vote such number of shares for as many persons as there are directors for whom he has a right to vote. Cumulative voting shall be allowed in the election of directors.

(c) At all meetings of shareholders, a majority of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum; and at any meeting at which a quorum is present the affirmative vote of a majority of the shares represented at such meeting and entitled to vote on the subject matter shall be the act of the share-

holders, unless the vote of a greater proportion or number is required by the Act.

(d) No shareholder of the Corporation shall have any pre-emptive rights.

(e) The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned or capital surplus, provided the Corporation is solvent and when such redemption or purchase would not render it insolvent or reduce the net assets below the aggregate amount payable to the holders of shares having prior or equal rights to the assets of the Corporation upon involuntary dissolution.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the limitations contained in the Act.

FIFTH: The Corporation shall have the right to indemnify any person to the fullest extent allowed by the Act, except as limited by the by-laws of the Corporation from time to time in effect.

SIXTH: The initial board of directors shall consist of three directors. The number of directors may be increased or decreased from time to time as provided in the by-laws; provided, however, that the number of directors constituting a board shall not be less than three (3) except, a) so long as there are no shareholders the number of directors may be one (1) or two (2) as designated in the Articles; or b) so long as there are fewer than three shareholders the number of directors may equal the number of shareholders. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and have qualified are:

Lowell R. Hodgkins

P.O. Box 1424
San Carlos, California 94070

Maria R. Hodgkins

P. O. Box 1424
San Carlos, California 94070

John R. Hansen, Jr.

1225 Kimberley Lane
Boise, Idaho 83712

SEVENTH: The address of the initial registered office of the Corporation is c/o Hansen & Erickson, 1555 Shoreline Drive, Suite 100, Boise, Idaho 83702.

The name of its initial registered agent at such address is John R. Hansen, Jr.

EIGHTH: The name and address of the sole incorporator is as follows:

Lowell R. Hodgkins

P.O. Box 1424
San Carlos, California 94070

IN WITNESS WHEREOF:

Dated:

June 4, 1985


LOWELL R. HODGKINS