

FILED AT THE REQUEST OF:

Dean Geoffrey Camplin  
108 17<sup>th</sup> Avenue  
Tauranga, New Zealand

**FILED EFFECTIVE**

MAR 16 PM 4:21

SECRETARY OF STATE  
STATE OF IDAHO

FOR SECRETARY OF STATE'S USE

AFTER FILING MAIL TO:

Melanie G. Rubocki, Esq.  
PERKINS COIE LLP  
251 East Front Street, Ste. 400  
Boise, Idaho 83702

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**ARTICLES OF INCORPORATION  
OF  
CLAYMARK USA INC.**

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation is Claymark USA Inc.

**ARTICLE 2  
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all business for which corporations may be incorporated under the general corporate laws of the state of Idaho.

**ARTICLE 3  
CAPITAL STOCK**

The total number of shares of all classes of stock that the corporation shall have authority to issue is 10,000 shares, no par value, of common stock ("Common Stock"). The holders of shares of Common Stock shall be entitled to one vote per share at each meeting of the shareholders of the corporation and on all matters coming before the shareholders of the corporation, except as otherwise provided by law.

**ARTICLE 4  
INCORPORATOR**

The name and address of the incorporator is:

Name	Address
Dean Geoffrey Camplin	108 17 <sup>th</sup> Avenue Tauranga, New Zealand

SECRETARY OF STATE  
03/16/2005 05:00  
CK: 1188 CT: 143038 BH: 798927  
1 @ 100.00 = 100.00 CORP # 2  
1 @ 20.00 = 20.00 EXPEDITE C # 3

[SB050550.031]

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**ARTICLE 5**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the registered agent and address of the registered office is:

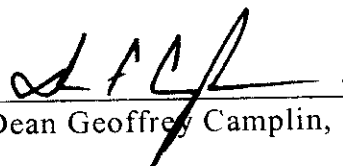
Name	Address
CT Corporation	300 North 6 <sup>th</sup> Street Boise, Idaho 83701

**ARTICLE 6**  
**INDEMNIFICATION AND LIMITATION ON LIABILITY**

A. Personal Liability. There shall be no personal liability, either direct or indirect, of any director of the corporation to the corporation or its shareholders for monetary damages for any breach or breaches of fiduciary duty as a director; except that this provision shall not eliminate the liability of a director to the corporation or to its shareholders for monetary damages for any breach, act, omission or transaction as to which the Act (as in effect from time to time) prohibits expressly the elimination of liability. This provision shall not limit the rights of directors of the corporation for indemnification or other assistance from the corporation. Any repeal or modification of the foregoing provisions of this Article by the shareholders of the corporation, or any repeal or modification of the Act which permits the elimination of liability of directors by this Article, shall not affect adversely any elimination of liability, right or protection of a director of the corporation with respect to any breach, act, omission, or transaction of such director occurring prior to the time of such repeal or modification.

B. Indemnification. In addition to the other powers now or hereafter conferred upon the corporation by these Articles of Incorporation, the Act or otherwise, the corporation shall possess and may exercise all powers to indemnify directors, officers, employees, fiduciaries and other persons and all powers whatsoever incidental thereto (including, without limitation, the power to advance expenses and the power to purchase and maintain insurance with respect thereto), to the full extent permitted by Idaho law as now in effect and as amended from time to time. The board of directors is hereby authorized on behalf of the corporation, and without shareholder action, to exercise all of the corporation's powers of indemnification, whether by provision in the Bylaws or otherwise.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Incorporation effective as of the \_\_\_\_ day of March 2005.

  
\_\_\_\_\_  
Dean Geoffrey Camplin, Incorporator