

ARTICLES OF INCORPORATION

FILED

FEB 10 AM 8:41

OF

SECRETARY OF STATE  
STATE OF IDAHO

MLD ENTERPRISES LTD

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned natural persons of lawful age and citizens of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is

MLD ENTERPRISES LTD

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is: 100,000. Such shares are to consist of one class only. The par value of each of such shares shall be 0, which stocks shall not be issued until fully paid for, and once so issued shall be non-assessable.

IDAHO SECRETARY OF STATE

02/10/1999 09:00  
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FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

9148 Cuff Road

Hayden, Idaho 83835

The name of the corporation's initial registered agent at such address is:

Marc E. Canale

EIGHTH

The number of directors constituting the initial Board of Directors is:

2

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME: Marc E. Canale  
ADDRESS: 9148 Cuff Road, Hayden, Idaho 83835  
NAME: Darlene C. Canale  
ADDRESS: 9148 Cuff Road, Hayden, Idaho 83835

#### NINTH

A director shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that a director shall be liable for the following:

- a. For any breach of the director's duty of loyalty to the corporation or to its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. For acts or omissions which involve director liability as provided in Idaho Code Section 30-1-48, which states that a director shall be liable under the following circumstances:
  1. If the director votes for or assents to the declaration of any dividend or other distribution of assets of a corporation to its shareholders contrary to the provisions of the Idaho General Business Corporations Act.
  2. If the director votes for or assents to the purchase of the corporation's own shares contrary to the provisions of the Idaho General Business Corporations Act.

3. If the director votes for or assents to any distribution of assets of the corporation to its shareholders during the liquidation of the corporation without the payment and discharge of, or making adequate provisions for, all known debts, obligations, and liabilities of the corporation.

4. For any transaction from which the director derives an improper personal benefit.

TENTH

The names and addresses of all incorporators are:

NAME: Marc E. Canale

ADDRESS: 9148 Cuff Road, Hayden, Idaho 83835

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) and seal(s) this 4<sup>th</sup> day of FEBRUARY, 19 99.

Marc E Canale  
Incorporator

STATE OF IDAHO

County of Kootenai

)  
) ss.  
)

On this 4th day of February, 19 99,  
before me, the undersigned, a Notary Public in and for said state,  
personally appeared

Marc E. Canale  
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\_\_\_\_\_  
\_\_\_\_\_

known to me to be the person(s) whose name(s) is/are subscribed  
to the within and foregoing instrument, and acknowledged to me  
that (t)he(y) executed the same, and that (t)he(y) was/were (a)  
person(s) of lawful age and citizen(s) of the United States of  
America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal the day and year in this certificate first above  
written.

  
Notary Public for the State of Idaho

Residing at: Hayden Lake, ID

My commission expires: 06-11-2004