

CERTIFICATE OF INCORPORATION  
OF

HC IMPORTS, LTD.

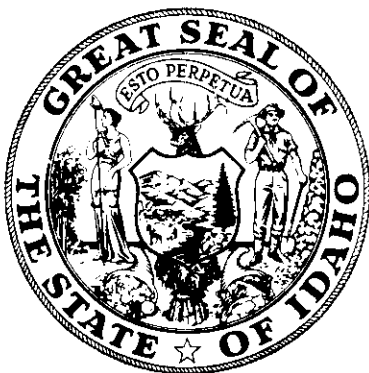
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

HC IMPORTS, LTD.

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 11, 1985**



SECRETARY OF STATE

by: \_\_\_\_\_

JAN 4 3 25 PM '85

ARTICLES OF INCORPORATION  
OF  
HC IMPORTS, ~~INC.~~ LTD. *KG* *Yel*

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is: HC Imports, ~~INC.~~ <sup>(7D)</sup> <sup>(1)</sup>

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in the commercial business of selling cutlery and other tangible merchandise.

(b) To carry on any other kind of business or business activities that the Board of Directors may from time to time deem to be advisable or proper in connection with the stated business.

(c) To purchase, lease, own, sell, mortgage, sublease, and otherwise acquire lands, buildings, easements or property, real and personal, which may be requisite for the purposes or are capable of being conveniently used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property, rights, franchises and assets of every kind and the liabilities of any person, firm, association, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation, or otherwise.

(d) In the purchase of or acquisition of property, business rights or franchises or for any other object in and about its business or affairs, to incur debt and to borrow and secure the payment of money in any lawful manner including the issue and sale or other disposition of bonds, debentures, notes and other evidence of indebtedness.

(e) Without in any particular way limiting any of the objects or purposes or powers of the corporation, the business or purposes of the company shall be empowered from time to time to do any one or more or all of the acts and things herein set forth and to engage in the general commercial business, and all such other acts, things and business in any way connected therewith or auxiliary thereto.

(f) To transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

<u>TYPE</u>	<u>NUMBER</u>	<u>PAR</u>	<u>AGGREGATE</u>
Common	10,000	\$1.00	\$10,000.00

FIFTH: Provisions denying preemptive rights are: None.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are: as set forth in Bylaws.

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

and the name of its initial registered agent at such address is

Robert L. Cowden.

Box 5312, Soda Valley, Id. 83253  
415 E. Carbonate, Hailu

EIGHTH: The number of directors constituting the initial board of directors of the corporation is three. This number may be changed by the Bylaws of the corporation, and 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 shall qualify are:

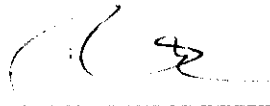
<u>NAME</u>	<u>ADDRESS</u>
Robert L. Cowden	Box 313 HAILEY, IDA 83333
Thomas M. Hickey	Box 2312 SUN VALLEY, IDA 83353
Karsten Gerhardt	Box 2350 HAILEY, IDA 83333

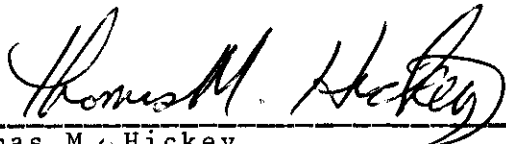
NINTH: The name and address of each incorporator is:

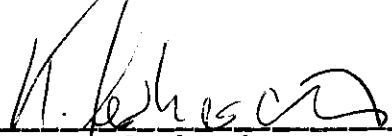
Robert L. Cowden  
Thomas M. Hickey  
Karsten Gerhardt

Same

Dated this 31 day of Dec, 1984.

  
\_\_\_\_\_  
Robert L. Cowden

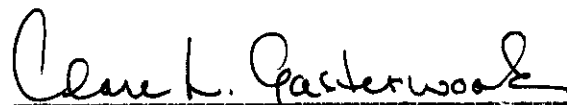
  
\_\_\_\_\_  
Thomas M. Hickey

  
\_\_\_\_\_  
Karsten Gerhardt

STATE OF IDAHO                    )  
                  BLaine       : ss.  
County of ~~Twin Falls~~        )

On this 31 day of December, 1984, before me, a  
Notary Public in and for said State, personally appeared ROBERT  
L. COWDEN, THOMAS M. HICKEY, and KARSTEN GERHARDT, known to me to  
be the persons whose names are subscribed to the within instrument,  
and acknowledged to me that they executed the same.

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 Idaho  
Residing at Ketchum Idaho