

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
SWANK METAL, LTD.

SEP 25 PM 12:42
IDAHO

To the Secretary of State of the State of Idaho: The undersigned, acting as Incorporator in order to form a corporation under the provisions of the Idaho Business Corporation Act, Title 30, Chapter 1, Idaho Code, adopts and submits the following Articles of Incorporation.

I. NAME.

The name of this Corporation is SWANK METAL, LTD.

II. PERIOD OF DURATION.

The duration of this Corporation is to be perpetual.

III. PURPOSES AND POWERS.

A. Purposes. This Corporation is organized for the purpose of transacting and engaging in any and all lawful business activities for which corporations may be incorporated under the laws of the State of Idaho.

B. Powers. This Corporation shall have all the powers specified in the Idaho Business Corporation Act.

IV. STOCK CLAUSES.

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares, no par value. The Corporation shall not have the authority to issue shares in series.

V. REGISTERED OFFICE AND REGISTERED AGENT.

The street address of the registered office of this Corporation is 624 S. Main, Bellevue, Idaho 83313. The name of the initial registered agent of this Corporation at that address is DAVID SCHENKER.

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VI. MAILING ADDRESS.

The mailing address of this Corporation is P.O. Box 2913, Hailey, Idaho 83333.

VII. DIRECTORS.

The number of Directors shall be as specified in the Bylaws of this Corporation and such number may from time to time be increased or decreased in such manner as described in the Bylaws. The initial Board of Directors shall consist of one (1) member. The name and address of the person who is to serve as Director until successor(s) be elected and qualify is as follows:

NAME

ADDRESS

DAVID SCHENKER

624 S. Main, Bellevue, Idaho 83313;
P.O. Box 2913, Hailey, Idaho 83333.

VIII. INCORPORATOR.

The name and address of the Incorporator of this Corporation is DAVID SCHENKER, 624 S. Main, Bellevue, Idaho 83313; P.O. Box 2913, Hailey, Idaho 83333.

IX. PROVISIONS FOR REGULATION OF CORPORATION'S INTERNAL AFFAIRS.

A. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Idaho at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

B. Bylaws. The initial Bylaws of this Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the Directors, as set forth in the Bylaws. The Bylaws may contain any provisions for the regulation and management of this Corporation which are consistent with the Idaho Business Corporation Act and these Articles of Incorporation.

C. Compensation of Directors. The Board of Directors shall not receive compensation for their services as Directors. A Director may serve the Corporation in any other capacity and may receive compensation for such services rendered in any form other than Director.

D. Contracts in which Directors Have an Interest. The Bylaws of the Corporation shall provide for the handling of contracts or transactions in which Directors may have a financial interest, whether direct or indirect.

E. Indemnification of Directors and Officers. The Bylaws of the Corporation shall

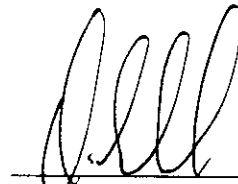
provide for the circumstances in which Directors and Officers of the Corporation may be entitled to indemnification.

X. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended in any respect conformable to the laws of the State of Idaho by an affirmative vote of more than seventy-five percent (75%) of the Shareholders entitled to vote in a meeting of Shareholders called for such purpose as prescribed by law.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation, in duplicate, and certifies to the truth of the facts herein stated, this 24 day of September, 2003.

By:



DAVID SCHENKER

Its: Incorporator