



CERTIFICATE OF INCORPORATION
OF

 RICO CORPORATION

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 _____

 RICO 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 July 9, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF EICO CORPORATION
EICO CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, Dennis S. Voorhees, who is a citizen of the United States and natural person of full age, has this day resolved to form a corporation for profit under the laws of the State of Idaho, and I do hereby certify and state:

I. CORPORATE NAME

That the name of the corporation is and shall be EICO CORPORATION.

II. DURATION

That subject to dissolution in the manner provided by law, the life of this corporation shall be perpetual.

III. PURPOSES AND POWERS

That the purposes for which this corporation is formed include, but are not limited to, the development and marketing of patentable products. This corporation shall have the right to exercise all powers conferred upon general business corporations by the laws of the State of Idaho.

IV. REGISTERED OFFICE AND AGENT

That the location and post office address of the registered office of this corporation is First Interstate Bank Bldg., Third Floor, P. O. Box 922, Twin Falls, Idaho, 83301. The registered agent of this corporation is Dennis S. Voorhees, whose offices and post office address are the same as that of the registered office.

V. AUTHORIZED STOCK

The total authorized stock of this corporation shall be divided into one hundred (100) shares, all of which shall be without par value and shall comprise a single class of stock. The Board of Directors may, from time to time, fix the considera-

tion for which shares without par value shall be issued and sold. Said stock shall be nonassessable. The name and post office address of the incorporator is Dennis S. Voorhees, P. O. Box 922, Twin Falls, Idaho, 83301.

Each of the following persons have subscribed to and shall be issued one (1) share of stock: Priscilla J. Eisen of Twin Falls, Idaho, and Robert J. Coen of San Jose, California.

VI. CONSIDERATION FOR STOCK

All or any portion of the capital stock may be issued for cash or in payment for real or personal property, services, or any other right or thing of value, for the uses and purposes of the corporation, and when so issued shall become and be fully paid, the same as though paid for in cash at par, and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock. Each issued and fully paid share of stock shall be nonassessable.

VII. CAPITAL STOCK ADJUSTMENTS

From time to time the capital stock may be increased according to law, and may be issued in such amounts and proportions as shall be determined by the Board of Directors, and as may be permitted by law.

VIII. PERSONAL LIABILITY OF STOCKHOLDERS

The personal property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

IX. SUBCHAPTER S ELECTION

Whenever the corporation shall have in effect a valid election, neither terminated nor revoked, to be taxed pursuant to Subchapter S of the Internal Revenue Code of 1954, or any amendment thereof, no attempted transfer or hypothecation, voluntary or involuntary (including any caused by the death of a stockholder), of any stock of the corporation shall be effective unless and until the proposed transferee shall have

timely executed and delivered any consent or other documents required to maintain in full force and effect such election.

X. CONTRACTS WITH FIDUCIARIES

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director or officer individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the company which shall authorize such contract or transaction with like force and effect as if he were not such director or officer of such other corporation and not so interested.

XI. CORPORATION'S FIRST OPTION TO PURCHASE SHARES

In the event that any shareholder shall desire to dispose of his shares during his lifetime, he shall first offer in writing all of the shares owned by him for sale to the corporation, setting forth in such offer, the price of such sale. The corporation shall have the option to purchase all of such shares within one (1) month after receipt of such written offer. If the corporation shall not desire to purchase such shares or if the corporation cannot purchase same by reason of any legal prohibition within said period, then the shares shall be offered for sale to the remaining stockholders who shall have the option to purchase within one (1) month after receipt of such offer, such portion of the shares that the corporation

did not purchase, within the proportion that their respective shareholdings bear to the total number of shares owned by all of the shareholders at the same price as offered to the corporation. If any shareholder shall refuse to purchase such shares, the remaining shareholders may purchase all of such shares.

In the event that neither the corporation nor the remaining shareholders agree to purchase all of the shares of such selling shareholder, then it shall be deemed that the corporation and the remaining shareholders have refused to exercise their option to purchase such shares. The selling shareholder may then sell all his shares to any outsider and such outsider shall be entitled to all the benefits as the other shareholders to this agreement. The price and terms of such sale to such outsider, however, shall in no event be more favorable to such outsider than those offered to the corporation and the remaining shareholders as herein set forth. Such outsider purchasing said shares shall thereupon be entitled to the same benefits in the corporation as the selling shareholder.

XII. MANAGEMENT

That the business of the corporation shall be managed by a Board of Directors composed of two (2) persons. The names and the residences of the persons who are appointed to act as directors until the first meeting of their successors are as follows:

Priscilla J. Eisen

Robert J. Coen

P.O. Box 883
Twin Falls, Idaho
1101 Mason Avenue
San Jose California

IN WITNESS WHEREOF, I have hereunto set my hand this 8th
day of July, 1981.


DENNIS S. VOORHEES

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 8th day of July, 1981, personally appeared before me, the undersigned, a notary public in and for said State, DENNIS S. VOORHEES, known to me to be the signer of the within instrument, and who duly acknowledged to me that he executed the same.

Kenn J. Mattison
NOTARY PUBLIC
Residence: Elgin, Idaho