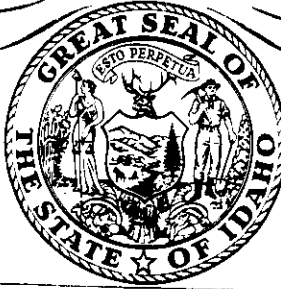


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

NEWBERY ELECTRIC CORPORATION

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **23rd** day of **March** 19 **64**, a properly authenticated copy of its articles of incorporation, and on the **23rd** day of **March** 19**64**, a designation of **J.L., T.H. or W.D. Eberlein** the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **23rd** day of **March**, A.D. 19 **64**.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, *Secretary of State of the State of California*, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this MAR 13 1964



Frank M. Jordan

Secretary of State

By *[Signature]*
Assistant Secretary of State

ARTICLE 2 OF INCORPORATION
OF
"JEWELRY ELECTRIC CORPORATION"

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, a majority of whom are citizens and residents of the State of California, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE DO HEREBY SET FORTH, CERTIFY AND DECLARE:

1. That the name of the corporation shall be

JEWELRY ELECTRIC CORPORATION

2. That the purpose and purposes for which said corporation is formed are:

(a) To carry on the business of Electricians, Electrical Engineers and designers and builders of electrical equipment; to manufacture, buy, sell, import, export and generally deal in Electrical Machinery of all kinds and descriptions; to purchase, construct, own, lease, equip, maintain and operate, or dispose of, plants for the generation of electrical power; to manufacture, install, lease, own or hire and maintain conduits, electric wiring and heating plants and any and all the appurtenances applicable to a general manufacturing and constructing business in all kinds of enterprises requiring the use of electrical equipment of every nature.

(b) To engage in the general business of buying and selling, both at wholesale and retail, all manner of electrical merchandise and supplies.

(c) To buy, own, lease, construct and maintain power plants for supplying electric current, together with the necessary machinery, tools and equipment; to buy, own, lease, sell and convey real property necessary to its business operations and to make the necessary improvements thereto and thereon.

(d) To buy, own, sell, exchange, hypothecate and otherwise deal in stocks, bonds, mortgages and other forms of securities and obligations both of itself and other corporations, partnerships, associations and trusts, or either or all of them.

(e) To appoint agents and representatives deemed advisable or expedient for the proper conduct of its business; to act as agents for and on behalf of other corporations, partnerships, associations and trusts; to become surety and guarantor upon notes, bonds, mortgages and any and all forms of contractual obligations, and to give and to receive guarantees for the faithful performance of any such obligation.

(f) To acquire, own, lease, sell and dispose of patent rights, trade marks, copy rights, rights of way in this and other States and Territories and possessions of the United States.

(g) To loan and borrow money and to execute, deliver or receive evidence of any such loaning and borrowing; to create and issue bond indentures under its corporate name and to pledge the corporate property as security therefor, and to do all other lawful things not inconsistent with the general corporate laws of the State of California, deemed advisable or expedient to carry into effect each and all of the foregoing provisions, and to have and acquire all the general corporate powers granted to corporations under Section 354 of the Civil Code of the State of California.

(h) Nothing herein contained shall be deemed as limiting the power of said corporation to engage in any lawful business pursuits not herein specifically mentioned, excepting those classes of occupations and business particularly denied to like corporations by statute, whether such business be in the channels of trade, commerce or science, or either or all of them.

III. That the place where the principal business of said corporation is to be transacted is the City of Los Angeles, in the County of Los Angeles, State of California.

IV. That the term for which said corporation is to exist is fifty (50) years from and after the date of its incorporation.

V. That the number of Directors, or Trustees, of said corporation shall be five (5) and that the names and residence of the Directors, or Trustees, who are appointed for the first year and to serve until the election and qualification of their successors, are as follows, to-wit:

<u>NAME</u>	<u>THOSE RESIDENCE IS AT</u>
G. Z. Arbogast	Los Angeles, California
R. C. Salisbury	Los Angeles, California
J. W. Hayes	Los Angeles, California
D. D. McFarlane	Los Angeles, California
F. E. Newberry	St Louis, Missouri.

VI. That the amount of the Capital Stock of said corporation is Two Hundred Thousand (\$200,000) Dollars - divided into one thousand (1,000) shares of Common of the par value of One Hundred (\$100) Dollars each, and into one thousand (1,000) shares of preferred stock of the par value of One Hundred (\$100) Dollars each, and the said preferred stock shall have the following preference over the common stock, and be subject to the following conditions, to-wit:

The holders of the preferred stock shall be entitled to cumulative dividends thereon at the rate of eight per-cent (8%) per annum for each and every fiscal year of the Company, payable out of the surplus or net profits, semi-annually as of June 30 and December 31 of each year. Should no dividends be

paid during any fiscal dividend period, such dividends shall accumulate and become a charge against the assets of the corporation, and be payable before any dividends shall be paid for a current dividend period, and before any dividends shall be paid upon the common stock. Upon the dissolution or liquidation, or upon the sale of all the assets of the corporation, the holders of the preferred stock shall be entitled to receive the par value thereof and any accumulative and unpaid dividends out of the net assets before anything shall be paid therefrom to the holders of the common stock.

After the preferred stock shall have received eight per-cent (8%) per annum for the full period of its issuance, the Directors may declare and pay dividends upon the common stock, when in their discretion such dividends shall have been earned and are applicable for that purpose, until the common stock shall have received in dividends the same total percentage as paid upon the preferred stock during the period of its issuance. Any surplus or net profits remaining thereafter may at the option of the Directors, be paid out in dividends to the holders of all the issued and outstanding capital stock, both common and preferred, at the same rate per share - excepting;

That commencing on January 1st, 1924, and yearly thereafter, the Directors may in their discretion, after having paid eight per-cent (8%) per annum upon the outstanding preferred shares, and before any dividends be paid upon the common shares, set aside fifteen per-cent (15%) of the remaining surplus or net profits into a sinking fund to be used and applied by them annually in the purchase of the outstanding preferred stock - beginning first on January 1st, 1926, at the price of One Hundred Ten (\$110) Dollars per share - plus any accrued and unpaid dividends thereon.

The preferred stock so purchased shall thereupon become Treasury Stock and be held by the Directors for the benefit of the Common Stockholders, or the Directors may, in their discretion cancel any preferred stock purchased by them upon the books of the corporation, and shall cause the Capital Stock liability as shown by its books to be correspondingly reduced. No part of the preferred stock purchased in this manner shall be reinsued while any of the preferred stock is outstanding, and in no event without the consent of at least two-thirds (2/3) of the holders of the common stock. The Directors shall create no other stock having prior preference while any of the preferred stock is outstanding.

The sinking fund provisions for the purchase of the preferred stock shall continue at the discretion of the Directors, or until all the issued preferred stock be purchased in like manner. When the accumulations in the sinking fund shall equal at least ten per-cent (10%) of the par value of the outstanding preferred stock, the Directors shall, commencing on January 1st, 1926, and annually thereafter, purchase an equal amount in par value of the preferred stock in the manner herein provided, and the order or method of purchase shall be in their discretion.

The acceptance of any certificate, or certificates, of the preferred stock by any of the holders thereof, shall for all purposes be deemed an acceptance of all the terms and conditions herein set forth - including the right of the Directors to purchase the said preferred stock, as and when they may determine, at the price of One Hundred Ten (\$110) dollars per share and any accrued and unpaid dividends thereon, and the holders of any of the said preferred stock, upon the acceptance of any certificate thereof, must agree to sell to the Directors upon their call.

VII. That the amount of said Capital Stock which has been actually subscribed is Five Hundred (\$500) Dollars, and the following are the names of the persons by whom the sum has been subscribed:

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
G. E. Arbogast	1	\$100.00
R. C. Spilsbury	1	\$100.00
J. M. Hayes	1	\$100.00
D. D. McFarlane	1	\$100.00
F. S. Newbery	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of April, 1921.

(Signature)

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

On this 4th day of April, in the year A. D. One thousand nine hundred twenty-one, before me H. C. GALLAGHER, a Notary Public in and for the County of Los Angeles, State of California, personally appeared G. E. ARBOGAST, R. C. SPILSBURY, J. E. HAYES, D. D. MOFARLANE and F. E. NEWBERRY, known to me to be the persons whose names are subscribed to the within instrument and who 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 first above written.

H. C. Gallagher
Notary Public in and for the County
of Los Angeles, state of California.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ss

No. 74021

I, L. E. LAMPTON, County Clerk and Ex-Officio Clerk of the Superior Court, do hereby certify the foregoing to be a full, true and correct copy of the original Articles of Incorporation of the NEWBERRY ELECTRIC CORPORATION, on file in my office, and that I have carefully compared the same with the original.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Superior Court of Los Angeles County this 4 day of April, 1921.

L. E. LAMPTON, County Clerk

By *[Signature]*
Deputy Clerk

(Capital stock increased from \$200,000. to \$500,000.)

FILED

Office of the Secretary of State
STATE OF CALIFORNIA

AUG 29 1929

CERTIFICATE OF AMENDMENT OF ARTICLES OF

INCORPORATION

Corporation Number

94944

FRANK C. JORDAN

SECRETARY OF STATE
ASSISTANT SECRETARY OF STATE

WE THE UNDERSIGNED, President and Secretary of the

Newbery Electric Corporation, do hereby certify:

That the Newbery Electric Corporation was incorporated under the Laws of the State of California on the 11th day of April, 1921.

That on the 20th day of August, 1929, a special meeting of the Board of Directors of the above named Corporation was held at the office of said Corporation, 726 South Olive Street, Los Angeles, California, at which said meeting a majority of the Directors of said Corporation were present and there was regularly proposed, voted upon and adopted by the affirmative vote of a majority, to wit by the vote of three, of the said Directors of said Corporation, a resolution amending the articles of incorporation for the purpose of eliminating the preferred stock and increasing the authorized number of shares of common stock to Five thousand (5000); said resolution being as follows:

Resolved:

That the Articles of Incorporation of this Corporation be amended by striking out and repealing paragraph VI of the present Articles of Incorporation and substituting therefore, the following:

VI. That the amount of the Capital Stock of said Corporation is \$500,000.00 divided into Five thousand (5000) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) each.

And be it further resolved that upon procuring the approval of the holders of at least two-thirds of the issued and outstanding shares of stock that a copy of the Articles of Incorporation as amended, duly certified by the officers of the Corporation as required by law, be filed with the Secretary of State of the State of California and with the County Clerk of the County of Los Angeles and any other

County wherein the Corporation hold real property
as required by law.

That also on the 20th day of August, 1929, at the hour
of 3 o'clock. p.m., at 726 South Olive Street, Los Angeles, Calif-
ornia, a special meeting of the Shareholders or members of said
Corporation was held pursuant to the written consent of all of
said shareholders or members of the said Corporation, representing
One thousand (1000) shares of said capital stock, a resolution
containing a copy of the foregoing resolution previously passed by
the Board of Directors and approving said resolution of the Board
of Directors, was unanimously adopted and approved, whereby the
said shareholders approved and assented to the amendment of the
Articles of Incorporation as expressed in the foregoing resolution
of the Board of Directors, and consenting to the elimination of the
preferred stock of the Corporation and to increasing the capital-
ization to Five Hundred Thousand and 00/100 (\$500,000.00) dollars.

That the number of issued and outstanding shares of the
Newbery Electric Corporation is as follows:

Common Stock	1000
Preferred Stock	None

That a copy of the Articles of Incorporation as amended
is attached hereto and made a part hereof.

IN WITNESS WHEREOF we, the President and Secretary of
the Newbery Electric Corporation have hereunto set our hands and
affixed the seal of said Corporation this 13th day of August,
1929.

NEWBERY ELECTRIC CORPORATION

By

D. McFarlane

SECRETARY (TREASURER)

V E R I F I C A T I O N

G. E. ARBOGAST and D. D. McFARLANE, being each by me first duly sworn, deposes and says, each for himself, that G. E. ARBOGAST is the President and D. D. McFARLANE is the Secretary of the Newbery Electric Corporation and they have each read the foregoing certificate and know the contents thereof, and that the same is true of their own knowledge except as to the matters which are therein stated upon their information or belief; and as to those matters they believe them to be true.

Subscribed and sworn to before
me this 23rd day of August,
1929.

[Signature]

NOTARY PUBLIC

Qualified for the County of Los Angeles, State of California
My Commission Expires March 25, 1931

[Signature]
[Signature]

ARTICLES OF INCORPORATION

OF

NEWBERRY ELECTRIC CORPORATION
as amended.

KNOW ALL MEN BY THESE PRESENTS: that we, the undersigned, a majority of whom are citizens and residents of the State of California, do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of California.

AND WE DO HEREBY SET FORTH, CERTIFY AND DECLARE:

I. That the name of the Corporation shall be

NEWBERRY ELECTRIC CORPORATION

II. That the purpose and purposes for which said corporation is formed are:

(a) To carry on the business of electricians, electrical engineers and designers and builders of electrical equipment; to manufacture, buy, sell, import, export and generally deal in Electrical machinery of all kinds and descriptions; to purchase, construct, own, lease, equip, maintain and operate, or dispose of, plants for the generation of electrical power; to manufacture, install, lease, own or hire and maintain conduits, electric wiring and heating plants and any and all the appurtenances applicable to a general manufacturing and constructing business in all kinds of enterprises requiring the use of electrical equipment of every nature.

(b) To engage in the general business of buying and selling, both at wholesale and retail, all manner of electrical merchandise and supplies.

(c) To buy, own, lease, construct and maintain power plants for supplying electric current, together with the necessary machinery, tools and equipment; to buy, own, lease, sell and convey real property necessary to its business operations and to make the necessary improvements thereto and thereon.

(d) To buy, own, sell, exchange, hypothecate and otherwise deal in stocks, bonds, mortgages and other forms of securities

and obligations both of itself and other corporations, partnerships, associations and trusts, or either or all of them.

(e) To appoint agents and representatives deemed advisable or expedient for the proper conduct of its business, to act as agents for and on behalf of other corporations, partnerships, associations and trusts; to become surety and guarantor upon notes, bonds, mortgages and any and all forms of contractual obligations, and to give and to receive guarantee for the faithful performance of any such obligation.

(f) To acquire, own, lease, sell and dispose of patent rights, trade marks, copyrights, rights of way in this and other States and Territories and possessions of the United States.

(g) To loan and borrow money and to execute, deliver or receive evidence of any such loaning and borrowing; to create and issue bond indentures under its corporate name and to pledge and corporate property as security therefor, and to do all other lawful things not inconsistent with the general corporate laws of the State of California, deemed advisable or expedient to carry into effect each and all of the foregoing provisions and to have and acquire all the general corporate powers granted to corporations under Section 354 of the Civil Code of the State of California.

(h) Nothing herein contained shall be deemed as limiting the power of said Corporation to engage in any lawful business pursuits not herein specifically mentioned, excepting those classes of occupations and business particularly denied to like corporations by statute, whether such business be in the channels of trade, commerce or science, or either or all of them.

III. That the place where the principal business of said corporation is to be transacted is the City of Los Angeles, in the County of Los Angeles, State of California.

IV. That the term for which said Corporation is to exist is fifty (50) years from and after the date of its corporation.

V. That the number of Directors, or Trustees, of said

Corporation shall be five (5) and that the names and residence of the Directors, or Trustees, who are appointed for the first year and to serve until the election and qualification of their successors, are as follows, to-wit:

<u>NAME</u>	<u>WHOSE RESIDENCE IS AT:</u>
G. E. ARBOGAST	Los Angeles, California
R. C. SPILSBURY	Los Angeles, California
J. N. HAYES	Los Angeles, California
D. D. McFARLANE	Los Angeles, California
F. E. NEWBERRY	St. Louis, Missouri.

VI. That the amount of the Capital Stock of said Corporation is \$500,000.00 divided into Five thousand (5000) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) each.

VII. That the amount of said Capital Stock which has been actually subscribed is Five Hundred Dollars (\$500.00) and the following are the names of the persons by whom the same has been subscribed.

<u>NAME OF SUBSCRIBER</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT</u>
G. E. ARBOGAST	1	\$100.00
R. C. SPILSBURY	1	\$100.00
J. N. HAYES	1	\$100.00
D. D. McFARLANE	1	\$100.00
F. E. NEWBERRY	1	\$100.00

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of April, 1921.

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES, ss

On this 9th day of April, in the year A. D. One thousand nine hundred twenty-two, before me, H. C. Galloupe, a Notary Public in and for the County of Los Angeles, State of California, personally appeared, G. E. Arbogast, R. C. Spilsbury, J. W. Hayes, D. D. McFarlane and F. E. Newbery, known to me to be the persons whose names are subscribed to the within instrument and who 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 first above written.

H. C. Galloupe
Notary Public in and for the
County of Los Angeles, State
of California.

in the office of the Secretary of State
OF THE STATE OF CALIFORNIA

JUN 13 - 1933

FRANK C. JORDAN

By

The directors of this corporation are hereby granted power and authority to levy and collect from time to time as in their discretion they may deem advisable, assessments upon all of the shares of stock of this corporation at any time issued and outstanding and shall have and enjoy all of the rights and privileges with reference to such assessments as are fixed, provided and established by law in respect to corporations, the directors of which have such power of assessment.


1
2
3
4
5
6 3. All of the Directors present and acting at said meeting,
7 to-wit, three Directors, J. B. APOSTOL, LEROY C. SPILSBURY and
8 D. D. McMAHANE, voted in favor of said resolutions, constituting
9 the voting of a majority or unanimous vote of the directors of
10 said corporation in favor of said resolutions.


11 4. Shareholders of said corporation entitled to vote on
12 the amendment provided in said resolutions have approved said
13 resolutions by written consent in the form hereto attached as
14 Exhibit A, and made a part hereof; the number of shares rep-
15 resented by such consents is 3,000 number of shares; such
16 consents have been filed with the Secretary of said corporation;
17 and such consents set forth the wording of the resolutions of
18 the Board of Directors.

19 5. The total number of issued and outstanding shares of
20 said corporation, the holders of which are entitled to vote on
21 said amendments to the Articles of Incorporation of the char-
22 acter of the amendment above referred to, is 3150 shares.

23
24 IN WITNESS WHEREOF the undersigned have executed this
25 Certificate of Amendment this 31st day of May, 1933.

26
27
28
29 (CORPORATE SEAL)


President of Newbery Electric
Corporation, a corporation.


Secretary of Newbery Electric
Corporation, a corporation.

1
2
3
4
5 D. D. McFARLANE and D. D. McFARLANE, being first duly sworn,
6 each for himself, deposes and says:

7 That F. E. ABBAST is and was at all of the times mentioned
8 in the foregoing Certificate of Amendment, the President of
9 Newbery Electric Corporation, the California corporation therein
10 referred to, and D. D. McFARLANE, is and was at all of the said
11 times the Secretary of said Corporation; that each has read
12 said Certificate and that the statements therein made are true
13 of his own knowledge and that the signatures purporting to be
14 the signatures of said President and Secretary thereto are the
15 genuine signatures of said President and Secretary respectively.
16

17 SUBSCRIBED AND SWORN TO BEFORE
18 ME this 31st day of May, 1933.

19
20 M. L. Bailey
21 Notary Public in and for the
22 County of Los Angeles, State
of California.

My Commission Expires Aug. 15, 1934

F. E. ABBAST
D. D. McFarlane

WRITTEN CONSENT OF THE SHARE
HOLDERS OF NEWBERRY ELECTRIC CORP-
ORATION, A CORPORATION, TO AMEND-
MENT OF ARTICLES OF INCORPORATION.

WHEREAS at a special meeting of the Board of Directors of
Newberry Electric Corporation, a California corporation, duly
held at the principal office for the transaction of business of
said corporation at Los Angeles, California, on the 31st day of
May, 1933, at which meeting at least a majority of the members
of said Board of Directors were present and acting, the follow-
ing resolutions were adopted by the vote of a majority of the
directors of said corporation:

"DIRECTORS RESOLUTION OF
NEWBERRY ELECTRIC CORPORATION,
A CORPORATION, PROVIDING FOR
AMENDMENT OF ARTICLES OF IN-
CORPORATION.

WHEREAS it is deemed by the Board of Directors of this
corporation to be to its best interests that its Articles of
Incorporation be amended to provide that the directors of this
corporation are granted power and authority to levy and collect
from time to time assessments upon all of the shares of stock
of this corporation.

NOW, THEREFORE, be it resolved that the Articles of Incor-
poration of this corporation be amended so that a new Article
be added to said Articles of Incorporation, to be known as
Article VII, to read as follows:

"ARTICLE VII.

The directors of this corporation are hereby granted
power and authority to levy and collect from time to
time as in their discretion they may deem advisable,
assessments upon all of the shares of stock of this
corporation at any time issued and outstanding and
shall have and enjoy all of the rights and privileges
with reference to such assessments as are fixed, pre-
vided and established by law in respect to corporations,
the directors of which have such power of assessment."

RESOLVED FURTHER that the President and the Secretary of
this corporation be and they are hereby authorized and directed
to procure the approval of these resolutions by the vote or
written consent of the share holders of this corporation, holding
at least a majority of the voting power, and thereafter to
execute and verify by their oath and to file a certificate in
the form and manner required by Section 362-b of the California

Civil Code and in general to do any and all things necessary to effect such amendment in accordance with said Section 362-b."

NOW, THEREFORE, each of the undersigned shareholders of Newbery Electric Corporation, a corporation, does hereby approve, consent to, ratify and confirm the foregoing resolutions and amendment of the Articles of Incorporation therein provided and does hereby direct that his written consent as herein represented be filed with the Secretary of said corporation for the purpose of complying with the provisions of Section 362-b of the California Civil Code.

IN WITNESS WHEREOF each of the undersigned has hereunto signed his name and following his name the date of signing and the number of shares of said corporation entitled to vote on amendments of Articles of Incorporation of the character of the amendment above referred to held by him of record on said date.

NAME	DATE	NO. OF SHARES
<u>L. D. McFarlane</u>	<u>May 31 '33</u>	<u>300</u>
<u>W. C. [unclear]</u>	<u>May 31 '33</u>	<u>1900</u>
<u>Le Roy [unclear]</u>	<u>5/31-33</u>	<u>750</u>
<u>L. B. [unclear]</u>	<u>5/31-33</u>	<u>50</u>
	<u>Total</u>	<u>3000</u>

FILED

In the office of the Secretary of State
of the State of California

JUL 12 1955

Capital stock changed from \$500,000 to \$1,000,000

FRANK M. JORDAN, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

by *James L. Hammer*
Secretary

WE, THE UNDERSIGNED, President and Assistant Secretary, of the
NEWBERRY ELECTRIC CORPORATION, do hereby certify:

That the Newberry Electric Corporation was incorporated under the
Laws of the State of California on the 11th day of April 1921.

That on the 15th day of February, 1955, a special meeting of the
Board of Directors of the above mentioned corporation was held at the offices
of the Corporation, 1038 Venice Boulevard, Los Angeles, California, at which
said meeting a majority of the directors of said Corporation were present,
and there was regularly proposed, voted upon and adopted by the affirmative
vote of a majority, to wit: by the vote of four, of the said directors of
said Corporation, a resolution amending the Articles of Incorporation for the
purpose of increasing the authorized number of shares of common stock to Ten
thousand (10,000), said resolution being as follows:

RESOLVED:

That the Articles of Incorporation of the Corporation be
amended by striking out and rewriting Paragraph VI of the
present Articles of Incorporation, substituting therefor the
following:

"VI. That the amount of the capital stock of
said Corporation is ONE MILLION DOLLARS (\$1,000,000.00)
divided into ten thousand (10,000) shares of common
stock of the par value of ONE HUNDRED DOLLARS (\$100.00)
each."

FURTHER RESOLVED:

That upon procuring the approval of the shareholders of at least
two-thirds of the issued and outstanding shares of stock that a
copy of the Articles of Incorporation as amended, duly certified
by the officers of the corporation as required by law, be filed
with the Secretary of State of the State of California, and with

the County Clerk of the County of Los Angeles, and any other County wherein the corporation holds real property, as required by law.

That on the 26th day of March 1955, at the hour of 2:00 o'clock P.M., at 1038 Venice Boulevard, Los Angeles, California, a special meeting of the Shareholders of said Corporation was held, at which meeting all of the Shareholders were present and the following resolution, by the unanimous vote of all shares, was adopted:

RESOLVED: that the resolution of the Board of Directors at its special meeting held February 15, 1955 as follows:

"RESOLVED: that the Articles of Incorporation of the Corporation be amended by striking out and rewriting Paragraph VI of the present Articles of Incorporation, substituting therefor the following:

VI. That the amount of the capital stock of said Corporation is ONE MILLION DOLLARS (\$1,000,000.00) divided into ten thousand (10,000) shares of common stock of the par value of ONE HUNDRED DOLLARS (\$100.00) each."

be unanimously adopted and approved; that approval and assent to the Amendment of the Articles of Incorporation as expressed in the foregoing resolution of the Board of Directors be given, and that consent be given to increase the capitalization of the corporation to ONE MILLION DOLLARS (\$1,000,000.00).

That the number of issued and outstanding shares of Newbery Electric Corporation is as follows:

Common Stock - 21,600

IN WITNESS WHEREOF, we, the President and Assistant Secretary of the NEWBERY ELECTRIC CORPORATION have hereunto set our hands and affixed the seal of said Corporation this 26th day of March, 1955.

NEWBERY ELECTRIC CORPORATION

By: [Signature]
President

By: [Signature]
Assistant Secretary

V E R I F I C A T I O N

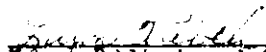
RICHARD E. ARBOGAST and ERNEST M. ARNOLD, being each by me first duly sworn, depose and says, each for himself, that RICHARD E. ARBOGAST is the President and ERNEST M. ARNOLD is the Assistant Secretary of the NEWBERRY ELECTRIC CORPORATION, and they have each read the foregoing certificate and know the contents thereof, and that the same is true of their own knowledge except as to the matters which are therein stated upon their information or belief; and as to those matters they believe them to be true.


RICHARD E. ARBOGAST


ERNEST M. ARNOLD

STATE OF CALIFORNIA)
) S.S.
COUNTY OF LOS ANGELES)

Subscribed and sworn to before me this 11th day
of May, 1955.


Notary Public in and for the County of
Los Angeles, State of California.

My Comm. expires August 27, 1958
No. 11110