

ARTICLES OF INCORPORATION

OF

AMERICAN INNOVATIONS, INC.

97 AUG -1 AM 11:34
SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for this corporation:

ARTICLE I

The name of the corporation shall be American Innovations, Inc. (the "Corporation").

ARTICLE II

The period of existence and duration of the life of the Corporation shall be perpetual.

ARTICLE III

The address of the initial registered office of the Corporation is 1300 Pancheri Dr., Idaho Falls, Idaho 83402, and the name of the initial registered agent at such address is Brad Hendrickson.

ARTICLE IV

The nature of the business and the object and purpose of the Corporation shall be as follows:

Industrial equipment design and fabrication, as well as any and all lawful business for which corporations may be incorporated under the Act.

IDAHO SECRETARY OF STATE

08/01/1997 09:00
CK: 9172 CT: 2367 RM: 26366

1 @100.00 = 100.00 CORP

ARTICLES OF INCORPORATION - 1

C120392

ARTICLE V

The total authorized number of shares of the Corporation shall be One-Hundred-Thousand (100,000) with no par value, which shares shall be common stock and shall not be subject to assessment.

ARTICLE VI

The name and post office address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Frederick J. Hahn, III	P.O. Box 50130 Idaho Falls, Idaho 83405

ARTICLE VII

The first Board of Directors of the Corporation shall consist of five (5) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the Bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than five (5).

The following persons are the named directors of the Corporation to serve until successor(s) are elected and qualified:

<u>Name</u>	<u>Address</u>
Gary Vezzoso	1020 Blaine Caldwell, Idaho 83605
Brad Hendrickson	1300 Pancheri Dr. Idaho Falls, Idaho 83402
W. Peter Schwarz	1300 Pancheri Dr. Idaho Falls, Idaho 83402

Lance Hall

1300 Pancheri Dr.
Idaho Falls, Idaho 83402

Mark Mason

1300 Pancheri Dr.
Idaho Falls, Idaho 83402

ARTICLE VIII

All or any meetings of the shareholders of the Corporation, or of the Board of Directors of the Corporation, may be held within or without the state of Idaho.

ARTICLE IX

All shareholders are entitled to accumulate their votes for directors. They are entitled to multiply the number of votes they are entitled to cast by the number of directors for whom they are entitled to vote and cast the product for a single candidate or distribute the product among two (2) or more candidates.

ARTICLE X

a. Except as provided in sections b. and d. of this Article and in Article IX providing for cumulative voting for votes cast for directors, each outstanding share, regardless of class, is entitled to one (1) vote on each matter voted on at a shareholders' meeting. Only shares are entitled to vote.

b. This Corporation is not entitled to vote treasury shares. The shares of this Corporation are not entitled to vote if they are owned, directly or indirectly, by a second corporation, domestic or foreign, and this Corporation owns, directly or indirectly, a majority of the shares entitled to vote for directors of the second corporation.

c. Section b. of this Article does not limit the power of this Corporation to vote any share, including its own shares, held by it in a fiduciary capacity.

d. Redeemable shares are not entitled to vote after notice of redemption is mailed to the holders and a sum sufficient to redeem the shares has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares.

ARTICLE XI

The Corporation elects to have preemptive rights as provided for in Idaho Code section 30-1-630.

ARTICLE XII

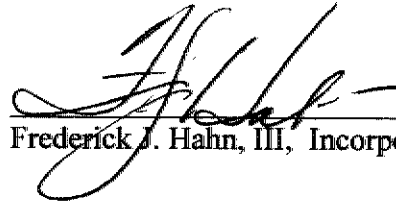
The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnifications rights than the Idaho Business Corporation Act permitted the Corporation to provide prior to such amendment).

ARTICLE XIII

No director shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of financial benefit received by a director to which the director is not entitled; (ii) an intentional

infliction of harm on the Corporation or the shareholders; (iii) a violation of § 30-1-833, of the Idaho Code; or (iv) an intentional violation of criminal law.


IN WITNESS WHEREOF, I have signed duplicate originals of these Articles of Incorporation this 31st day of July, 1997.


Frederick J. Hahn, III, Incorporator

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 31st day of July, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Frederick J. Hahn, III, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

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


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires 5/25/2002