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# State of Idaho

## Department of State

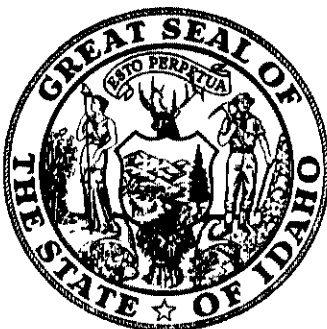
### CERTIFICATE OF INCORPORATION OF

U.S. PRODUCTS INC; MOTOR DIVISION

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 the above named 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: January 3, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

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SEC. OF STATE ARTICLES OF INCORPORATION  
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U.S. Products Inc; Motor Division

KNOW ALL MEN BY THESE PRESENTS: That we, the under-  
signed natural persons of lawful age and citizens of the United  
States, for the purpose of forming a corporation pursuant to the  
provisions of the Idaho Business Corporation Act (Title 30, Idaho Code)  
do hereby certify as follows:

FIRST

The name of the corporation is

U.S. Products Inc; Motor Division

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized  
include the transaction of any or all lawful business for which  
corporations may be incorporated under the Idaho Business Corporation  
Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have  
authority to issue is: 10,000 Such shares are to  
consist of one class only. The par value of each of such shares  
shall be 0.00, which stocks shall not be issued  
until fully paid for, and once so issued shall be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations or differences in relative rights with respect to other shares.

SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

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

N. 10450 Airport Drive

Hayden Lake, Id 83835

The name of the corporation's initial registered agent at such address is: Russell Gurstein

EIGHTH

The number of directors constituting the initial Board of Directors is: 2

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

NAME Bernard Gurstein

ADDRESS 3112 Hayden Point Rd. Hayden Lake, Id 83835

NAME Russell Gurstein

ADDRESS 12020 Rimrock Rd. Hayden Lake, Id 83835

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

**NINTH**

The names and addresses of all incorporators are:

NAME Bernard Gurstein

ADDRESS 3112 Hayden Point Rd. Hayden Lake, Id 83835

NAME Sheila Gurstein

ADDRESS 3212 Hayden Point Rd. Hayden Lake, Id 83835


NAME Russell Gurstein

ADDRESS 12020 Rimrock Rd. Hayden Lake, Id 83835

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s)  
and seal(s) this 29th day of Dec, 1993.

x   
Incorporator

x B. Gurstein  
Incorporator

x Sheila F. A. Gurstein  
Incorporator

\_\_\_\_\_  
Incorporator

STATE OF IDAHO

County of Kootenai

)  
) ss.  
)

On this 29 day of December, 1993.

before me, the undersigned, a Notary Public in and for said state,  
personally appeared

Bernard Gurstein

Sheila Gurstein

Russell Gurstein

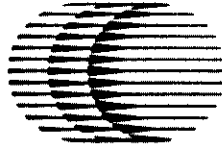
known to me to be the person(s) whose name(s) is/are subscribed  
to the within and foregoing instrument, and acknowledged to me  
that (t)he(y) executed the same, and that (t)he(y) was/were (a)  
person(s) of lawful age and citizen(s) of the United States of  
America.

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

Robin L. Robinson  
Notary Public for the State of Idaho

Residing at: Hayden, Idaho

My commission expires: 7/27/98



**U.S. PRODUCTS, INC.**

North 10450 Airport Drive, Hayden Lake, Idaho 83835  
208-772-0573 • 800-257-7982 • FAX: 208-772-0573

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SEC. OF STATE

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12/30/93

Mr. Pete T. Cenarrusa  
Secretary of State  
Statehouse Room 203  
Boise, Id 83720

Dear Mr. Cenarrusa:

I hereby give permission for use of U. S. Products, Inc's  
name, for the new U. S. Products motor division.

BERNARD GURSTEIN  
PRESIDENT, U. S. Products