

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

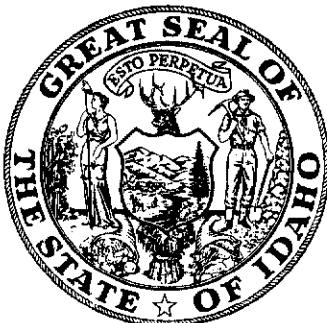
GRIMSHAW ENTERPRISES, INC.

File number C 116363

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: September 9, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sari Smock*

SEP 9 10 55 AM '96
SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF
GRIMSHAW ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned being two (2) natural persons of adult age, both of whom are citizens of the United States, or of its territories or possessions, have this day voluntarily associated ourselves for the purpose of forming a private corporation under the laws of the State of Idaho, and to that end hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation shall be GRIMSHAW ENTERPRISES, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The purpose for formation of the Corporation is to operate a business known as Solid Surface Fabricators, which manufactures and installs solid surface counter top products and bathroom products, and to engage in any other lawful business.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 500,000. All such shares shall be of one class, known as common stock. All of such shares shall be of \$1.00 par value.

2
IDaho SECRETARY OF STATE
DATE 09/09/1996 0900 23636
CX #: 6171 CUST#: 70588
CORP
1@ 100.00= 100.00

ARTICLE V

There shall be no transfer of shares of stock in the said corporation without the unanimous consent of the directors of said corporation.

ARTICLE VI

The initial registered office of said corporation is located at 3264 Upper Fords Creek Road, Orofino, Idaho 83544, and the initial registered agent of said corporation is Sharon Michelle Grimshaw.

ARTICLE VII

The initial Board of Directors consists of two persons, namely: Greg Alan Grimshaw of 3264 Upper Fords Creek Road, Orofino, ID 83544 and Sharon Michelle Grimshaw, of 3264 Upper Fords Creek Road, Orofino, Idaho 83544. The initial directors shall serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify.

ARTICLE VIII

The incorporators of the said corporation are: Greg Alan Grimshaw and Sharon Michelle Grimshaw of 3264 Upper Fords Creek Road, Orofino, Idaho 83544.

ARTICLE IX

The personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duties as a director is herewith eliminated, however this provision shall not eliminate or limit the liability of a

director:

- a. For any breach of the director's duty of loyalty to the corporation or its stockholders.
- b. For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law.
- c. Any act or omission provided for under Section 30-1-48, Idaho Code.
- d. For any transaction from which the director derived an improper personal benefit.

ARTICLE X

The initial by-laws of the corporation shall be adopted by the Board of Directors at the organizational meeting of the corporation. The power to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or change by action of the shareholders, shall be vested in the Board of Directors. The by-laws may contain any provisions for regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

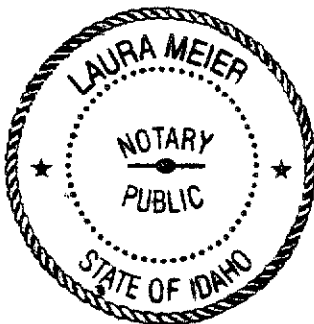
IN WITNESS WHEREOF, we have hereunto set our hands this
5th day of September, 1996.


GREG ALAN GRIMSHAW


SHARON MICHELLE GRIMSHAW

STATE OF IDAHO)
) ss.
County of Clearwater)

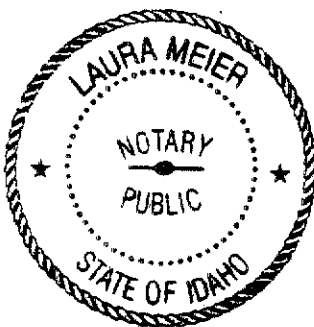
I, Laura Meier, a Notary Public for the State of Idaho, do hereby certify that on this 4th day of September, 1996, personally appeared before me GREG ALAN GRIMSHAW, who, being by me first duly sworn, declared that he is one of the initial Directors of GRIMSHAW ENTERPRISES, INC., that he signed the foregoing document as a director of the corporation, and that the statements therein contained are true.



Laura Meier
Notary Public for the
State of Idaho.
My commission expires 6/8/00.

STATE OF IDAHO)
) ss.
County of Clearwater)

I, Laura Meier, a Notary Public for the State of Idaho, do hereby certify that on this 5th day of September, 1996, personally appeared before me SHARON MICHELLE GRIMSHAW, who, being by me first duly sworn, declared that he is one of the initial Directors of GRIMSHAW ENTERPRISES, INC., that she signed the foregoing document as a director of the corporation, and that the statements therein contained are true.



Laura Meier
Notary Public for the
State of Idaho.
My commission expires 6/8/00.