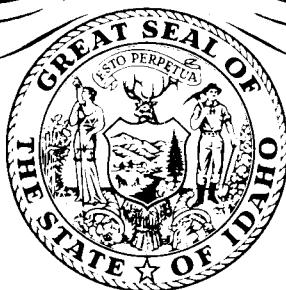


State of Idaho



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

WILLIAM INDUSTRIES CORPORATION

a corporation duly organized and existing under the laws of Delaware 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 26th day of February 1965, a properly authenticated copy of its articles of incorporation, and on the 26th day of February 1965, a designation of T. H. Threlkett W. C. Roden in 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 26th day of February, A.D. 1965.

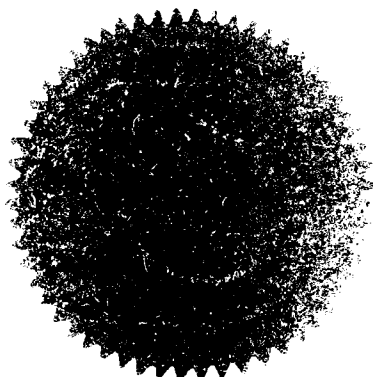
State of Delaware



Office of Secretary of State.

I, Elisha C. Dukes, Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "FUTURA INDUSTRIES CORPORATION",
as received and filed in this office the twenty-sixth day of
January, A.D. 1965, at 10 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this twenty-sixth day
of January in the year of our Lord
one thousand nine hundred and sixty-five.



Elisha C. Dukes

Secretary of State

Asst Secretary of State

CERTIFICATE OF INCORPORATION

of

FUTURA INDUSTRIES CORPORATION

FIRST

The name of this corporation is FUTURA INDUSTRIES CORPORATION.

SECOND

Its principal office in the State of Delaware is located at 100 West 10th Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is the Corporation Trust Company, 100 West 10th Street, Wilmington, Delaware.

THIRD

The nature of the business and objects and purposes proposed to be transacted, promoted and carried on are:

(a) To manufacture, fabricate, process, or to buy or otherwise acquire, and to sell, exchange, or otherwise generally to deal in or with, either as wholesaler, retailer, or otherwise, and either as principal or agent, light metal structural and decorative trim, building and structure trim of any and all kinds and character, and goods, wares and merchandise of any and all kinds which may be necessary, incidental or convenient to the foregoing; and to render services of any and all kinds in connection with, or incidental to, or for the promotion and carrying out of, the foregoing purposes and objects.

(b) To conduct and carry on all or any of the business of manufacturers, farming, merchants, wholesale and retail, without limitation as to class of product or merchandise and management without limitation.

(c) To devise, formulate and conduct business research, business studies, surveys and tests; to create, install and utilize business systems, methods, controls, layouts and plans; to assemble and supply personnel and staff; all as required or expedient to a solution of business problems of others or to an improvement in function or to an increase in efficiency or profit in behalf of such other, whether in relation to management, administration, maintenance, manufacture, production, display, inventory, marketing, sales, distribution or otherwise, to sell, publish and otherwise deal in and with any of the foregoing and to furnish consultation and render business counsel (as distinguished from legal counsel and from the practice of law); and to determine, and to predetermine, the unit cost of each operational contribution to the end product or sale and also to determine or to predetermine the competitiveness of that product.

(d) To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real property, within or without the State of Delaware, wherever situated.

(e) To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and property of any and every class and description, and in any part of the world.

(f) To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(g) To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

(h) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(i) To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware.

(j) To have offices, conduct its business and promote its objects within and without the state of Delaware, in other states,

the District of Columbia, the territories and colonies of the United States, and in foreign countries, without restriction as to place or amount.

(k) To do any or all of the things herein set forth to the same extent as natural persons might do or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

(l) In general to carry on any other business in connection therewith, whether manufacturing or otherwise, not forbidden by the laws of the State of Delaware, and with all the powers conferred upon corporations by the laws of the State of Delaware.

FOURTH

The amount of the total authorized capital stock of the corporation is Five Hundred Thousand and No/100ths Dollars (\$500,000.00), which shall consist of 50,000 shares of Common Stock of the par value of \$10.00 per share.

FIFTH

The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Ben J. Gantt, Jr.	625 Henry Building, Seattle, Wash.
W. H. Jaynes, Jr.	625 Henry Building, Seattle, Wash.
Wm. R. Smith	625 Henry Building, Seattle, Wash.

SIXTH

The corporation is to have perpetual existence.

SEVENTH

The amount of capital with which the corporation will commence business is One Thousand and No/100ths Dollars (\$1,000.00).

EIGHTH

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

NINTH

The Directors shall have power to make and alter, or amend, by By-Laws; to fix the amount to be reserved for working capital,

and to authorize and cause to be executed mortgages and liens, without limit to the amount upon the property and franchise of the corporation. With the consent in writing, and pursuant to a vote of the majority of the stock issued and outstanding, the Directors shall have authority to dispose in any manner of the whole property of the corporation.

TENTH

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

TWELFTH

Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings and to have one or more offices within or without the State of Delaware, and to keep the books of the corporation (subject to the provisions of the statutes) outside of the State of Delaware at such places as may be from time to time designated by the Board of Directors.

THIRTEENTH

The corporation reserves the right to amend, alter or appeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts stated herein are true; and we have hereunto set our respective hands and seals.

DATED at Seattle, Washington this 20th day of January, 1965.

Ben J. Gantt, Jr. (SEAL)
Ben J. Gantt, Jr.


W. H. Jaynes, Jr. (SEAL)
W. H. Jaynes, Jr.

William R. Smith (SEAL)
William R. Smith

STATE OF WASHINGTON)
) SS
COUNTY OF KING)

Be it remembered, that on this 20th day of January A.D. 1965, personally appeared before me JOHN S. CALVERT, a Notary Public, BEN J. GANTT, JR., W. H. JAYNES, JR., and WILLIAM R. SMITH, the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and I, having first made known to them, and each of them, the contents of said Certificate, they did each severally acknowledge that they signed, sealed and acknowledged the same as their voluntary act and deed, and each deposed that the facts therein stated were truly set forth.

Given under my hand and official seal the day and year
aforesaid.


Notary Public in and for the State
of Washington, residing at Seattle