

State of Idaho

Department of State

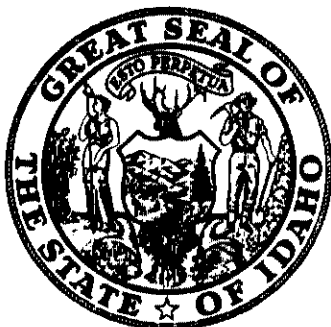
CERTIFICATE OF INCORPORATION OF

ROLLERBRAKE INDUSTRIES, INC.

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 24, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By 

CERTIFICATE OF INCORPORATION

RECEIVED
SEC. OF STATE

of

RollerBrake Industries, Inc.

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FIRST: The name of this corporation is RollerBrake Industries, Inc.

SECOND: This corporation is to have perpetual existence.

THIRD: The nature of the business and, the objects and purposes to be transacted, promoted and carried on are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

Distribute, produce, manufacture, and market sporting goods, equipment, and accessories.

FOURTH: The amount of the total authorized capital stock of this corporation is 1,000 (one thousand) shares of no-par value stock.

FIFTH: The Directors shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law or the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Idaho.

It is the intention that the objects, purposes, and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause of paragraph in this certificate of incorporation, but that the objects and purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this

charter shall be regarded as independent objects, purposes, and powers.

SIXTH: The address of the initial registered office is 210 Cold Springs Drive, Box 962, Ketchum, Idaho 83340 and the initial registered agent is Joseph A. Rohner III.

SEVENTH: Upon filing of the articles of incorporation, Joseph A. Rohner III shall be the registered agent for the Corporation in the State of Idaho and the names and mailing addresses of the three (3) persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

Joseph A. Rohner III

210 Cold Springs Drive
Box 962
Ketchum, Idaho 83340

Steven P. Platzner

110 Chocolate Gulch Rd.
Box 1676
Sun Valley, Idaho 83353

Merrilyn F. Rohner

210 Cold Springs Drive
Box 962
Ketchum, Idaho 83340

EIGHTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Idaho, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT:

January 21, 1994

State of Idaho

County of Blaine

Maria Zepeda

Hailey, Idaho

8/11/99

Joseph A. Rohner III
Joseph A. Rohner III