



CERTIFICATE OF INCORPORATION
OF

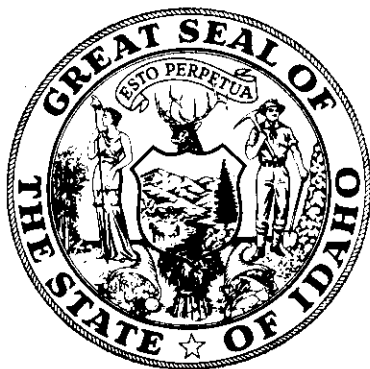
RAIN AIRE DISTRIBUTING, INC.

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 _____
RAIN AIRE DISTRIBUTING, INC.

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: *June 13, 1983*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION JUN 13 PM 2 30

OF

RAIN AIRE DISTRIBUTING, INC.

SECRETARY OF
STATE

We, the undersigned natural persons, being of the age of twenty-one (21) years or more, acting as incorporators of a corporation under the applicable provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation shall be Rain Aire Distributing, Inc.

SECOND: The period of duration of said corporation shall be perpetual.

THIRD: The purposes for which this corporation is formed and the powers which it shall have, are:

a) To conduct any lawful business, including but not limited to the the marketing of household, commercial and industrial appliances dealing with internal environmental control and cleanliness.

b) To have and to exercise all the powers conferred by the laws of the State of Idaho upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

c) To carry on any business whatsoever, either as principal or agent or as a partnership, which this corporation may deem proper or convenient in connection with any lawful purpose, or which may be calculated directly or indirectly to promote the interest of this corporation or to enhance the value of its property or business and to conduct its business or businesses in this State, and other states, in the District of Columbia and in the territories and colonies of the United States and foreign countries.

d) To acquire, by purchase or otherwise, the good will, business, property rights, franchises, and assets of every kind of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise and to pay for the same in cash or in shares of stock or debentures or otherwise evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole part of the good will, business, rights, or property so acquired, and 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 management of such business.

e) To apply for, acquire by application, take, purchase, or otherwise acquire, own hold, use, sell, assign, transfer, exchange, or deal with and dispose of patents, licenses, inventions, improvements, copyrights, trademarks, and any benefit, right, privilege prerogative; or power conferred by, acquired under, or granted by any type of statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any Government or non-Governmental person or association may be empowered to enact, make or grant.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall be in no wise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. The purposes and powers as above specified are to be interpreted in their broadest sense with the basic intent of the incorporators being to grant to this corporation the power to do any and all things which a natural person could do in the furtherance of the operation of any and all lawful business and activities in which the corporation may from time to time participate.

FOURTH: The corporation shall have authority to issue 100,000 shares of its common stock to consist of one class only at Fifty Cents (\$.50) per share, par value.

FIFTH: The corporation will not commence business until consideration in the value of at least One Thousand Dollars (\$1,000.00) has been received for the issuance of its shares.

SIXTH: The stockholders of the corporation shall have preemptive rights to acquire unissued shares of the corporation as specified in the Idaho Business Corporation Act. There shall be, however, no preemptive rights with respect to the reissuance or sale by the Corporation of its treasury stock or with respect to stock paid to employees in the form of bonuses or wages.

SEVENTH: After payment by any subscribing shareholder of the par value of stock for which he has subscribed, the capital stock of the corporation shall not be subject to assessment to pay the debts of the corporation.

EIGHTH: The initial registered office of the corporation shall be 4914 Denton Street, Boise, Idaho 83706. The name of the initial registered agent at such address is Joseph Roy.

NINTH: There shall be three directors constituting the initial Board of Directors whose names and addresses are as follows:

Joseph Roy 637 Palmetto Drive
Eagle, Idaho 83616

Christine Padilla Roy 637 Palmetto Drive
Eagle, Idaho 83616

Lynn Horrocks 5127 Willamette
Boise, Idaho 83705

The above named Directors shall serve until the first annual meeting of the shareholders or until their successors are otherwise elected and qualified.

TENTH: The names and addresses of the incorporators are:

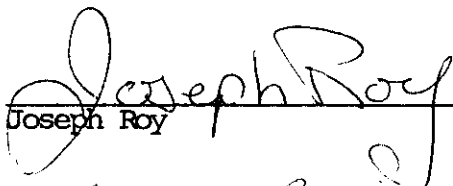
Joseph Roy 637 Palmetto Drive
Eagle, Idaho 83616

Christine Padilla Roy 637 Palmetto Drive
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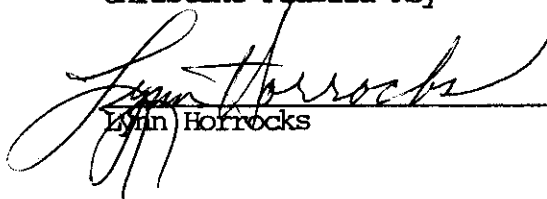
Lynn Horrocks 5127 Willamette
Boise, Idaho 83705

ELEVENTH: Each share of stock shall be entitled to one vote on each matter submitted to vote at a meeting of shareholders. Times and places of the meetings of shareholders shall be set by the by-laws of the corporation.

TWELFTH: It shall not be necessary for the Directors of the corporation to own stock in the corporation. The Board of Directors may designate a committee or committees consisting of not less than two Directors, which committees, to the extent provided in the Resolution adopted by the Board of Directors or as provided in the By-laws of the corporation, shall have and may exercise all authority so provided. The delegation of power to such committees shall not operate to relieve the other Directors or the Board of Directors of any responsibility imposed upon him or it by law.

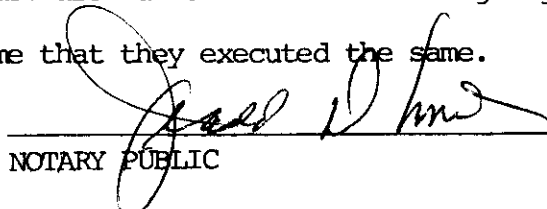

Joseph Roy


Christine Padilla Roy


Lynn Horrocks

STATE OF IDAHO)
: ss.
County of ADA)

On this 13th day of June, 1983, before me the undersigned, a Notary Public, in and for the county of ADA, State of Idaho, personally appeared Joseph Roy, Christine Padialla Roy, and Lynn Horrocks known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.


NOTARY PUBLIC

My Commission Expires:
Life