



CERTIFICATE OF INCORPORATION
OF

KALIL, 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 _____

KALIL, 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: January 7, 1985



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

JAN 7 10 50 AM '85
STATE

ARTICLES OF INCORPORATION

KALIL, INC.

I, the undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be KALIL, Inc..

ARTICLE II

The corporation shall exist perpetually, unless sooner dissolved or disincorporated according to law.

ARTICLE III

The purpose or purposes for which the corporation is organized shall be to own, use, buy, sell, lease, hire, and deal in and with all articles of property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized in the State of Idaho.

ARTICLE IV

The corporation shall have authority to issue a total of One Thousand (1000) shares of capital stock all of which shares shall be of one class of no par value and shall be designated as Common Stock.

ARTICLE V

The address of the initial registered office of the corporation shall be 520 E. River St., P.O. Box 540 Ketchum, Idaho 83340, and the name of the initial registered agent at such address is Edward Simon. Branch offices or other places of business of the corporation may hereafter be established in the state of Idaho, or in any other states, whenever necessary in the judgment of the Board of Directors of the Corporation.

ARTICLE VI

The corporation shall be managed by the Board of Directors which shall exercise all powers conferred under the laws of the State of Idaho, including without limitation the power:

(a) To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, at such places, whether within or without the State of Idaho, as may from time to time be designated by the Board.

(b) To make, alter, repeal By-laws of the corporation, subject to the reserved power of stockholders to make, alter, and repeal By-laws.

(c) To determine whether and to what extent and what times and places and under what conditions and regulations the accounts and books of the corporation, or any of them

shall be open to the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporaion, except as conferred by the laws of the State of Idaho or as authorized by the Board.

(d) To declare and pay dividends upon the shares of capital stock of the corporation either out of net assets in excess of capital, or, in case there shall be no such excess, out of the net profits for the fiscal year then current, or the preceding fiscal year, and to direct the use and disposition of such net assets in excess of capital and of such net profits, all in accordance with the provisions of the laws of the State of Idaho.

(e) To fix and determine from time to time an amount to be set apart out of any of the funds of the corporation available for dividends a reserve or reserves for working capital or any other proper purpose or to abolish any such reserve or reserves.

(f) To make any lawful disposition of any paid in or capital surplus, or create any reserves out of the same, or to charge to the same organization expenses or other similar expenses properly chargeable to capital account.

(g) To use or apply any funds of the corporation lawfully available therefor for the purchase or acquisition of shares of capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the Board, and to such extent and in

such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

(h) From time to time in such manner and upon such terms and conditions as may be determined by the Board to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(1) the issue or the purchase and sale of its capital stock or granting of options therefore to any or all employees, officers, or directors of the corporation or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon pending payment therefor in full, and for aiding any such persons in paying for such stock by contribution, compensation for services, or otherwise;

(2) the participation by any or all of the employees, officers, or directors of the corporation or of any subsidiaries in the profits of the corporation or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(3) the furnishing to any or all of the employees, officers, or directors of the corporation or of any subsidiary, at the expense, wholly or in part, of insurance against accident, sickness, or death, pensions during old age, disability, or unemployment, or retirement benefits.

(i) From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redeemability, subordination, convertibility or otherwise, and with such maturities, as the Board in its sole discretion may determine, and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real and personal, including after-acquired property.

ARTICLE VII

The number of directors of the corporation shall be fixed from time to time by its By-laws and may be increased or decreased as therein provided.

ARTICLE VIII

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and to do all such acts and things as may be exercised and done by the corporation, subject to the provision of the laws of the state of Idaho, of these Articles, and to any By-laws from time to time made by the Stockholders; provided however, that no By-laws so made shall invalidate any prior act of the directors which would have been valid if such By-laws had not been made.

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

ARTICLE X

The name and address of each incorporator, and the name and address of the person to serve on the initial Board of Directors until the first annual meeting of Stockholders or until successors are elected and shall qualify:

Mike Burns
Box G/D
Main Post Office
Chicago, Ill. 60680

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, do hereby make this certificate for the purpose of forming a corporation pursuant to the General Business Corporation's Law of the State of Idaho, and do hereby certify that the facts hereinbefore set forth are true and correct and have accordingly hereunto set our hands and seals this 17 day of December, 1984.

Mike Burns

STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

On this the 17 day of December, 1984, before me the undersigned Notary Public, personally appeared
MIKE BURNS , known to me to be the
person whose name is subscribed to the within instrument
and acknowledged to me that he executed the same for the
purpose contained therein.

IN WITNESS WHEREOF, I have hereunto set my
hand and affixed my official seal.

Francis W. Scher
Notary Public for ILLINOIS
Residing at:
8931 Mansfield Ave
Morton Grove, IL 60053