



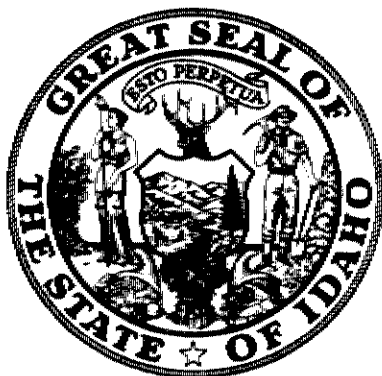
**CERTIFICATE OF INCORPORATION
OF**

S & S 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: July 27, 1988



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

S & S INDUSTRIES, INC.

RECEIVED
SEC. OF STATE

88 JUL 27 AM 8 41

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each and all being natural persons of full age have this day and do hereby voluntarily associate ourselves together for the purpose of forming a corporation under the laws of the State of Idaho and we do hereby certify:

ARTICLE I

The name of this corporation shall be S & S INDUSTRIES, INC.

ARTICLE II

The purpose and objects for which this corporation is formed are:

1. To generally engage in the wholesale and retail business of rod and reel sales and service, a survival supply shop; operating an art gallery and a lock and key operation and service, and any and all activities directly and indirectly advisable for the general purposes of the corporation.

2. To purchase and acquire its own stock, as well as the stock in any other corporation whose stock is owned by the same or largely the same stockholders.

3. To engage in the transaction of any and all lawful business for which corporation may be incorporated pursuant to the provisions of the Idaho Business Corporation Act.

ARTICLE III

This corporation shall have a perpetual existence.

ARTICLE IV

The number of shares of which the corporation is authorized to issue is One hundred thousand (100,000) shares. The aggregate par value of such shares is One hundred thousand dollars (\$100,000.00) and the par value of each share is One dollar (\$1.00).

ARTICLE V

Provisions denying preemptive rights are: NONE

ARTICLE VI

The address of the initial registered office of the corporation is: 190 South State Street, Hagerman, Idaho, 83332, and the name of its initial registered agent at such address is Ramon G. Steele.

ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Ramon G. Steele
2657 S 1050 E
Hagerman, Idaho 83332

John A. Sandy
Route 1, Box 258A
Hagerman, Idaho 83332

W. Alfred Sandy
P.O. Box 326
Hagerman, Idaho 83332

Joey L. Sanchez
2657 S 1050 E
Hagerman, Idaho 83332

Florence M. Sandy
P.O. Box 326
Hagerman, Idaho 83332

provided, however, that any greater or lesser number of directors may be provided for by the By-Laws of the said corporation.

ARTICLE VIII


The name and address of each incorporator is:


W. Alfred Sandy
P.O. Box 326
Hagerman, Idaho 83332

Florence M. Sandy
P.O. Box 326
Hagerman, Idaho 83332

Ramon G. Steele
2657 S 1050 E
Hagerman, Idaho 83332

IN WITNESS WHEREOF, we have hereunto set our hands this 25th
day of July, 1988.


W. Alfred Sandy

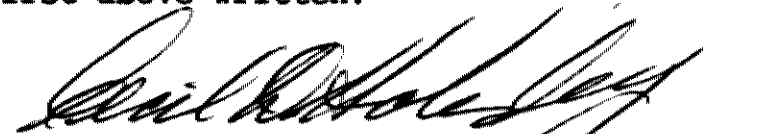

Florence M. Sandy


Ramon G. Steele

STATE OF IDAHO)
) ss.
County of Gooding)

On this 25th day of July, 1988, before me, the undersigned, a
Notary Public in and for said State, personally appeared W. ALFRED
SANDY, FLORENCE M. SANDY and RAMON G. STEELE, known to me to be the
persons whose names are subscribed to the within instrument and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year first above written.


Notary Public for the State of Idaho;
Residing at Gooding, Idaho.
Commission Expires: 10/19/92