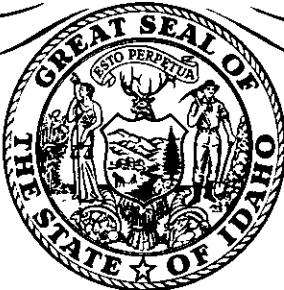


State of Idaho



Department of State.

CERTIFICATE OF INCORPORATION

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 the original of the articles of incorporation of

NEWELL FINANCE CO.

was filed in the office of the Secretary of State on the **Twenty-second** day of **January**, A.D. One Thousand Nine Hundred **Sixty-two** and duly recorded on Film No. **114** of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **perpetual existence** from the date hereof, with its registered office in this State located at

Lewiston in the County of **Nez Perce**

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 **22nd** day of **January**, A.D., 19 **62**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
NEWELL FINANCE CO.

KNOW ALL MEN BY THESE PRESENTS:

That we, R. A. NEWELL, PAY NEWELL and MICKEY T. CLEMENTS, each being a natural person of full age, and a citizen of the United States of America, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

FIRST

That the corporate name of this corporation shall be:

NEWELL FINANCE CO.

SECOND

That the purposes and objects for which said corporation is formed are as follows:

(a) To conduct and engage in the business of purchasing, selling and discounting commercial paper, installment contracts and other evidences of indebtedness, together with the security therefor; to purchase or otherwise acquire open accounts receivable, notes, drafts or acceptances from manufacturers, jobbers and retailers of personal property, as well as installment lien obligations covering any sales of merchandise or other commodities, including services, and to sell or otherwise dispose of the same; to guarantee, pledge, borrow or raise money for the purpose of entering into or otherwise becoming a party to such financial transactions and to do such other financing as may be for the welfare of the corporation.

(b) To purchase, lease or otherwise acquire in whole or in part, the business, assets, good will, rights, franchises and property of every kind and to take over the whole or any part of such assets and/or the liabilities of any firm, person, association or corporation engaged in or having authority to engage in the same general type of business, authorized to be conducted by this corporation, or owning property, either real or personal, necessary or suitable for its purposes, and to pay for the same in cash, or in the stocks and bonds of this corporation, or otherwise; and to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the carrying on of such business.

(c) To acquire, buy, own, hold, sell, exchange, let or lease such personal property and real property as may be necessary or incidental to the carrying on of the business of the corporation.

(d) To build any or all buildings, structures, or apparatus as shall be necessary or convenient for the conduct of the business of the corporation or to acquire the same by purchase, lease or otherwise.

(e) To purchase or otherwise acquire, own, hold, mortgage, pledge, sell, assign, transfer or otherwise dispose of shares of capital stock of this corporation.

(f) To enter into any contract, pension trust, cooperative agreement or profit sharing plan with its officers and/or employees which the corporation may deem advantageous or expedient or to otherwise reward or pay such persons for their services as the directors of the corporation may deem fit.

(g) To borrow money for the purposes of this corporation and to issue bonds, notes, or debentures or other evidences of the indebtedness therefor and to secure the same by mortgage or pledge of personal property, including the income of the corporation, or by mortgage of real or personal property, executed in trust or otherwise.

(h) To exercise generally the powers customarily exercised by business corporations and particularly the powers provided by the laws of the State of Idaho, referring especially to §30-114 Idaho Code.

(i) To carry on any other business, or to do anything in connection with the objects and purposes above mentioned that may be necessary or proper to accomplish successfully or promote the said objects and purposes.

The foregoing clauses, by reason of the specific enumeration of the powers, shall not be held to restrict the power of the corporation to do any of the things within the purview of its general purposes.

THIRD

That this corporation shall have perpetual existence.

FOURTH

That the number of directors of this corporation shall be three (3), and that it shall not be necessary that any or all of said directors be a shareholder in this corporation.

FIFTH

That the location and postoffice address of the registered office of this corporation in the State of Idaho and its principal place of business, shall be at Lewiston, Nez Perce County, Idaho.

SIXTH

That the capital stock of this corporation shall consist of 25,000 shares of common stock having a par value of \$1.00 per share and an aggregate par value of \$25,000.00; each of such shares shall be nonassessable when fully paid for.

The capital stock of this corporation shall not be divided into classes, but shall consist only of one class, that being

common stock; each share of stock shall be entitled to one (1) vote in all matters wherein the shareholders of this corporation shall be entitled to vote, and each share shall be in all respects equal to every other share.

SEVENTH

That the name and postoffice address of each of the incorporators and the number of shares of the capital stock of this corporation described in the preceding paragraphs subscribed to by each is as follows:

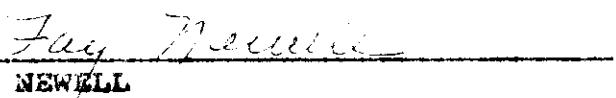
<u>Name</u>	<u>Address</u>	<u>Shares</u>
R. A. Newell	Lewiston, Idaho	1
Mickey T. Clements	Lewiston, Idaho	1
Fay Newell	Lewiston, Idaho.	1

EIGHTH

That the right and power to repeal, alter, rescind and amend the by-laws of this corporation and to adopt new by-laws is hereby expressly conferred upon the board of directors of this corporation as provided in §30-132 (7) Idaho Code.

WITNESS our hands this 15th day of January, 1962.


R. A. NEWELL


FAY NEWELL

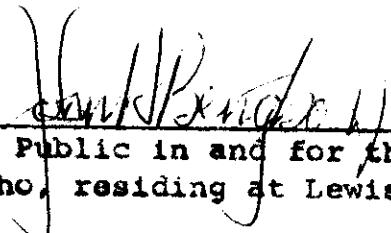

MICKEY T. CLEMENTS

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this 15th day of January, 1962, before
me, the undersigned, a Notary Public in and for the State of Idaho,
personally appeared R. A. NEWELL, FAY NEWELL and MICKEY T. CLEMENTS,
known to me to be the persons whose names are subscribed to the
foregoing 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 hereinabove
written.

(SEAL)



Notary Public in and for the State
of Idaho, residing at Lewiston.