



CERTIFICATE OF INCORPORATION
OF

EM TECH CORPORATION

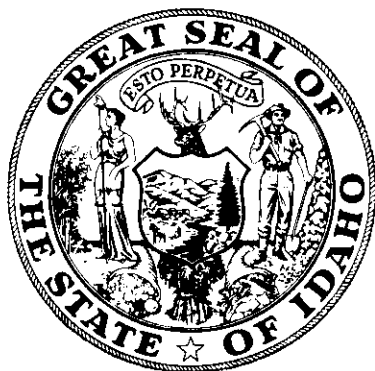
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

EM TECH 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 7, 19 80.



SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

EM TECH CORPORATION
an Idaho corporation

The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Idaho and adopt the following Articles of Incorporation.

1. Name. The name of this corporation is EM TECH CORPORATION.

2. Duration. This corporation is perpetual until lawfully terminated by the shareholders of this corporation.

3. Purpose. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Idaho, as they may be amended from time to time.

4. Initial Business. The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is consulting and generally to do all acts reasonable and necessary for the furtherance of such business.

5. Capital Stock. The authorized capital stock of the corporation shall consist of 20,000 shares of common stock with a \$1.00 par value.

a. All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

b. The shares of capital stock of the corporation are to be non-assessable. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

c. The shareholders of the corporation are to be entitled to pre-emptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

d. The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of Idaho and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

e. The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

f. In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

6. Statutory Agent. This corporation appoints the C T Corporation System, 300 North 6th Street, Ada County, Boise, Idaho 83701, its statutory agent in and for the State of Idaho. This appointment may be revoked at any time by the Board of Directors

authorizing and directing the filing with the Idaho office of secretary of state a statement in accordance with Idaho Statute §30-1-13.

7. Known Place of Business. The known place of business of the corporation shall be Route 4, Caldwell, Idaho.

8. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the by-laws.

The initial Board of Directors shall consist of two persons, who shall serve until their successors are qualified according to the by-laws, and whose names and addresses are:

GORDON S. BARRETT, 2444 N. 96th Street, Wauwatosa, WI 53226

MYRTICE J. BARRETT, 2444 N. 96th Street, Wauwatosa, WI 53226

9. Incorporators. The names and addresses of the undersigned incorporators are:

GORDON S. BARRETT, 2444 N. 96th Street, Wauwatosa, WI 53226

MYRTICE J. BARRETT, 2444 N. 96th Street, Wauwatosa, WI 53226

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

10. Dealings by Directors. No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

11. Indemnification of Officers, Directors, Employees and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director, officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation on this date: December 22, 1979.

Gordon S. Barrett
GORDON S. BARRETT

Myrtice J. Barrett
MYRTICE J. BARRETT

STATE OF WISCONSIN)
County of Milwaukee) ss.

On this day, Dec. 30, 1979, before me, the undersigned Notary Public, personally appeared GORDON S. BARRETT ^{known} to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, and acknowledged that he executed the same for the purposes therein contained.

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

Mar. 30, 1983
Notary Expiration Date

Karl W. Stieghorst
Notary Public

STATE OF WISCONSIN)
County of Milwaukee) ss.

On this day, Dec. 30, 1979, before me, the undersigned Notary Public, personally appeared MYRTICE J. BARRETT known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, and acknowledged that she executed the same for the purposes therein contained.

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

Mar. 30, 1983
Notary Expiration Date

Karl W. Stieghorst
Notary Public