



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

INNOVATIVE INDUSTRIES, LTD.

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: **February 15, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION

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1. The name of the corporation is INNOVATIVE INDUSTRIES, LTD.
2. The period of it's duration is perpetual.
3. The purpose or purposes for which this corporation is formed are as follows:
 - (a) To engage in sales activities of any nature; or
 - (b) Instant to and in furtherance of the above purposes, to invest the corporations funds in real estate, mortgages, stocks, bonds, or any other type of investments; and
 - (c) Except as otherwise prohibited by Idaho law, the corporation, in furtherance of it's corporate purposes set forth above, shall have all of the powers necessary and proper for the effectuation of any and all legitimate enterprises of the corporation, subject to any limitations provided by the laws of the State of Idaho.
4. It shall have authority to issue One Thousand (1000) shares, all of one class, at \$1.00 par value.
5. The address of it's initial registered office is 814 East Liberty, Weiser, Idaho 83672, and the name of it's initial registered agent at such address is Franklin C. Coats.

6. The number of directors constituting it's initial Board of Directors are two (2), whose names and addresses are:

Franklin C. Coats
814 East Liberty
Weiser, Idaho 83672


Franklin H. Coats
814 East Liberty
Weiser, Idaho 83672

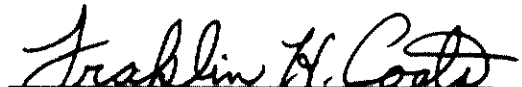
7. The name and address of each incorporator is as follows:

Franklin C. Coats
814 East Liberty
Weiser, Idaho 83672

Franklin H. Coats
814 East Liberty
Weiser, Idaho 83672

DATED this 10th day of February, 1989.


Franklin C. Coats
Incorporator


Franklin H. Coats
Incorporator