



**Department of State.**

**CERTIFICATE OF INCORPORATION  
OF**

\_\_\_\_\_  
QUALITY PRODUCTS CO., INC.

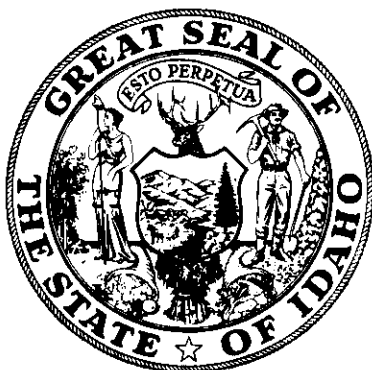
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that  
duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

\_\_\_\_\_  
QUALITY PRODUCTS CO., 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 \_\_\_\_\_ February 10 \_\_\_\_\_, 1980 \_\_\_\_\_.



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

STAMP  
ARTICLES OF INCORPORATION  
OF  
QUALITY PRODUCTS CO., INC.

I, the undersigned, a natural person of the age of twenty-one years or more, acting as an incorporator under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is Quality Products Co., Inc.

ARTICLE II - DURATION

The duration of this Corporation is perpetual.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the laws of Idaho.

ARTICLE IV - SHARES

The aggregate number of shares which this Corporation shall have authority to issue is One Hundred Shares at no par value. All stock of the Corporation shall be of the same class, common, and shall have the

same rights, voting power and preferences and be subject to the same restrictions. The Board of Directors or the Shareholders may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

#### ARTICLE V - PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights to acquire additional shares of the Corporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The location and post office address of this Corporation's initial registered office is 1528 Zener Street, Pocatello, Idaho 83201. The name of the initial registered agent at such address is V. J. Hunt.

#### ARTICLE VII - ORIGINAL DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1). His name and residence address is:

V. J. Hunt  
1528 Zener Street  
Pocatello, Idaho 83201

#### ARTICLE VIII - ORIGINAL SHAREHOLDERS AND INCORPORATORS

The original shareholder and incorporator has subscribed to one (1) share of common stock. His name and address is:

V. J. Hunt  
1528 Zener Street  
Pocatello, Idaho 83201

ARTICLE IX - ORIGINAL OFFICERS

The names and residence addresses of the original officers are:

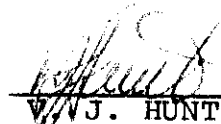
President:	V. J. Hunt 1528 Zener Street Pocatello, Idaho 83201
Secretary-Treasurer:	Marion L. Hunt 1528 Zener Street Pocatello, Idaho 83201

ARTICLE X - COMMON DIRECTORS TRANSACTIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporation's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because of his or their votes are counted for such purpose and each such director of this Corporation is hereby released from liability which

might otherwise exist from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract; or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, I hereunto sign and verify in triplicate these Articles of Incorporation this 4 day of February, 1980.

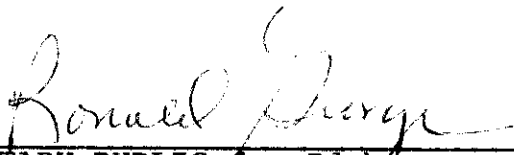
  
V. J. HUNT

STATE OF IDAHO       )  
                          : ss  
County of Bannock    )

On this 4 day of February, 1980, before me the

undersigned, a Notary Public in and for said County and State, personally appeared V. J. HUNT, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name thereto.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year in this certificate first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC for Idaho  
Residing at: