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Articles of Incorporation

SECRETARY OF STATE
STATE OF IDAHO

Of

The Wallace Company, Inc.

We the undersigned persons of the age of eighteen years or more, as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

Article 1. Name

The name of the corporation is The Wallace Company, Inc.

Article 2. Duration

The period of its duration is perpetual.

Article 3. Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Title 30, Chapter 1, Idaho Code.

Article 4. Shares

4.1 **Authorized Capital.** This corporation shall have authority to issue 500,000 shares of Class A Common Stock.

4.2 **Class A Common Stock.** Class A Common Stock shall have no par value. Shareholders of class A Common Stock shall be entitled to elect the members of the board of directors by cumulative voting. Written ballots are not required in the election of Directors.

IDAHO SECRETARY OF STATE

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- 4.3 **Dividends.** The holders of shares of the Class A Common Stock shall be entitled to receive dividends, out of the funds of this corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors.
- 4.4 **Voting.** Subject to the provisions for the election of Directors in Article 11, holders of the shares of the Class A Common Stock shall have the right to vote on all other matters, on the basis of one vote per share.

Article 5. Directors

The number of directors of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein. The initial Board of Directors shall consist of (2) two directors, the names and addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders and until their successors are elected are:

Gerald F. Wallace
1098 N. Maverick Lane
Post Falls, ID. 83854

Leona S. Wallace
1098 N. Maverick Lane
Post Falls, ID. 83854

Article 6. Registered Office, Agent

The address of the registered office of this corporation is 1098 N. Maverick Lane, Post Falls, ID. 83854 and the name of the registered agent at such address is Gerald F. Wallace.

Article 7. Preemptive Rights

Preemptive rights shall exist with respect to shares of stock or securities convertible into shares of stock of this corporation.

Article 8. Incorporators

The names and addresses of the incorporators are as follows:

Gerald F. Wallace
1098 N. Maverick Lane
Post Falls, ID. 83854

Leona S. Wallace
1098 N. Maverick Lane
Post Falls, ID. 83854

Article 9. Amendments of the Articles of Incorporation

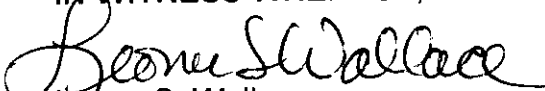
This corporation reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation prescribed by law, and the rights and powers conferred herein on the shareholders and directors of this corporation are subject to this reserved power.

IN WITNESS WHEREOF, I have set my hand this 21st day of April 2001.


Gerald F. Wallace

Incorporator

IN WITNESS WHEREOF, I have set my hand this 21st day of April 2001.


Leona S. Wallace

Incorporator

Consent to Appointment as Registered Agent

I, Gerald F. Wallace, do hereby consent to serve as registered agent the corporation known as The Wallace Company, Inc.

I understand that as Agent for the above corporation, it will be my responsibility to receive Service of Process in the name of the corporation: to forward all renewals and other mail to the appropriate officers of the corporation: and, to notify the office of the Secretary of State upon my resignation or any changes in the Registered office address of the corporation for which I am Agent.

IN WITNESS WHEREOF, I have set my hand this ^{23rd} day of ^{April} 2001.


Gerald F. Wallace