



**CERTIFICATE OF INCORPORATION
OF**

UNIVERSAL MACHINE, 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 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:

June 12, 1989



SECRETARY OF STATE

by: _____

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KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the State of Idaho, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation shall be UNIVERSAL MACHINE, INC.

ARTICLE II--Duration

The period of duration of the corporation is perpetual.

ARTICLE III--Purposes and Powers

Section 1. Purposes

- (a) The corporation is organized for the purposes of engaging in the business of manufacturing parts;
- (b) to engage generally in any other business or occupation related to that business set forth in (a) and;
- (c) to engage in any and all other business or activity which a corporation may lawfully engage in under the laws of the State of Idaho.

Section 2. Powers

Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer, or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged to have been derelict in the performance of his or her duties as such director, officer or employee.

Section 4. Assessability

- (a) The common Stock of this corporation shall be non-assessable; and the private property of the shareholders in this corporation shall not be liable for the debts, obligations or liabilities of this corporation.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one-million (1,000,000) shares, all of which shares shall be without par value.

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ARTICLE V--Classes of Shares and Shareholder's Rights

Section 1. Classes of Shares

- (a) Common voting -- two thousand (2,000) shares.
- (b) Common non-voting -- nine hundred ninety-eight thousand (998,000) shares.

Section 2. Voting Rights

- (a) Common Stock. Every holder of voting common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) Cumulative Voting. At each election of directors, cumulative voting shall not be permitted.

Section 3. Pre-emptive Rights

- (a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shares having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between

- (1) the corporation and one or more of its directors, or
- (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or
- (3) between the corporation and any corporation or association of which one or more of its directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory applicable thereto.

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ARTICLE VII--Registered Office and Agent

The address of the initial registered office of the corporation is: 615 E. 44th St., Boise, Idaho, 83714 and the name of the initial registered agent of the corporation at such address is: Craig E. Day.

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of Two (2) members, and the names and addresses of the persons who are to serve as directors are: Craig E. Day and Terry W. Johnson. 615 E. 44th St., Boise, Idaho 83714.

ARTICLE IX--Incorporators

The names of the incorporators of the corporation and the number and class of shares to which each has subscribed are: Craig E. Day, one-thousand (1,000) common voting shares and Terry W. Johnson, one-thousand (1,000) common voting shares.

ARTICLE X--Indemnification

Each person herein named or hereafter elected a director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

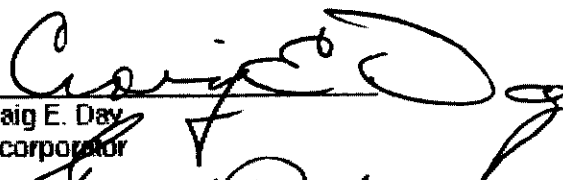

ARTICLE XI--Right to Amend

The incorporators expressly reserve unto themselves and the Board of Directors the right and power to amend these Articles of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the State of Idaho, and the rights of all shareholders are expressly made subject to such power of amendment.

ARTICLE XII--Severability

The provisions of these Articles of Incorporation are severable. The invalidity of any Article or part thereof shall not affect the validity of the remaining Articles and parts thereof.

EXECUTED on June 1, 1989.


Craig E. Day
Incorporator

Terry W. Johnson
Incorporator

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State of IDAHO, County of ADA, ss.

On this 1 day of June in the year of 1989, before me, a notary public, personally appeared Craig E. Day, known or identified to me to be the person whos name is subscribed to the within instrument and acknowledged to me that he excuted the same.


Notary Public, State of Idaho
My commission expires 6 1993

State of IDAHO, County of ADA, ss.

On this 1 day of June in the year of 1989, before me, a notary public, personally appeared Terry W. Johnson, known or identified to me to be the person whos name is subscribed to the within instrument and acknowledged to me that he excuted the same.


Notary Public, State of Idaho
My commission expires 6 1993