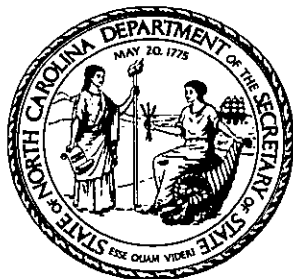




Wolfe Box

27

State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

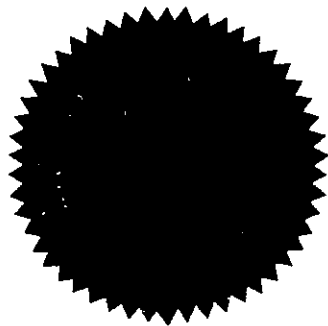
OF

H & H TOOLING, INC.

and the probates thereon, the original of which was filed in this office on the 13th day of February 19 , after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 13th day of February in the year of our Lord 19 78.



Thad Eure
Secretary of State
By [Signature]
Deputy Secretary of State

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235402

ARTICLES OF INCORPORATION

FEB 13 9 17 AM '78

OF

FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

H & H TOOLING, INC.

We, the undersigned natural persons of the age of eighteen years, or more, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of the State of North Carolina, entitled, "Business Corporation Act," and the several amendments thereto, and to that end do hereby set forth:

I

That the name of the corporation is H & H TOOLING, INC.

II

The period of duration of the corporation shall be perpetual.

III

That the purposes for which the corporation is organized are:

A. To own, manage, conduct and otherwise operate a store or stores for the sale both at wholesale and retail of all sorts and kinds of goods, wares and merchandise.

B. To buy, sell, exchange, repair, store and to generally deal in machinery of all kinds whatsoever. To purchase or otherwise acquire and to own, hold, sell, convey, exchange, hire, lease, pledge, incumber and otherwise deal in and dispose of all kinds of personal property, chattels, choses in action, notes, bonds, mortgages, and other securities.

C. To act as the agent, broker, factor or representative of any other individual, firm or corporation for the purpose of managements or sale of any and all kinds of goods, wares and merchandise.

D. To carry on the business of buying and selling and dealing in any goods, wares and merchandise of every sort and kind.

E. To act as agent, attorney in fact, factor, or broker, on commission or otherwise, for individuals, co-partnerships, joint stock associations, or corporations, foreign or domestic, including governments or governmental authorities; to aid and assist, promote, and conserve the interests of, and afford facilities for the convenient transaction of business by, its principals and patrons in all parts of the world.

F. To act as forwarding, shipping and freight agent; clearance and custom house broker; to do any and all things as agent for or intermediary between shippers and carriers which may seem calculated to promote their interest or convenience and which this corporation may lawfully do.

G. To establish and maintain terminal points and warehouses at any place within the territorial confines of the United States for the purpose of facilitating the solicitation, negotiation and transportation of any article or articles of produce or manufacturer or whatsoever nature shall be accepted by the corporation for sale and/or transportation from any point to any point by means of motor truck carrier or other forms and methods of conveyance available or at the time expedient.

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H. To carry on any other business which may be capable of being profitably carried on in connection with the corporation's business or to carry on any business that is adapted directly or indirectly to add to the value of the corporation's property and the profits of its principal business as herein set forth.

And in order to properly prosecute the objectives and purposes above set forth, this corporation shall have full power and authority to buy, lease, and otherwise acquire, hold, mortgage, convey and otherwise dispose of any and all kinds of property both real and personal, both in this state and in all other states, territories and dependencies of the United States; to purchase the business, goodwill and all other property of any individual, firm or corporation as a going concern, and to assume all of its debts, contracts, and obligations provided said business is authorized by the powers contained herein; to construct, equip and maintain and operate all kinds of machinery and appliances; to operate the same by hand, steam, water, electric or other mode of power, and generally to perform all acts which may be deemed necessary and expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

IV

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) with a par value of one (\$1.00) dollar per share.

V

The minimum amount of consideration for shares to be received by the corporation before it shall commence business is \$400.00.

VI

The address of the initial registered office of the corporation is 4151 Hastings Road, Kernersville, Forsyth County, North Carolina 27284 and the name of the initial registered agent at such address is C. Foster Harris.

VII

The number of directors constituting the initial board of directors shall be three, and the names and addresses of the persons are:

<u>Name</u>	<u>Address</u>
Hazel Hailey	Route 1, Box 227 - Old Mill Road High Point, North Carolina 27260
C. Foster Harris	4151 Hastings Road Kernersville, North Carolina 27284
Frances S. Harris	4151 Hastings Road Kernersville, North Carolina 27284

VIII

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Hazel Hailey	Route 1, Box 227 - Old Mill Road High Point, North Carolina 27260
C. Foster Harris	4151 Hastings Road Kernersville, North Carolina 27284

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IX

The board of directors of the corporation shall have power by vote of a majority of all directors, and without the assent or vote of the stockholders, to make, alter, amend and rescind the by-laws of this corporation.

X

The directors of this company without further authority than herein contained may from time to time fix the amount of earnings of this company which shall be reserved as working capital, and they may change the same amount, from time to time as the situation and condition of the company may seem to justify.

XI

Neither the incorporators nor the stockholders of this corporation shall be individually liable for its debts, defaults, or other obligations, other than to the extent of their subscription of the capital stock; and when that said subscription shall have been fully paid, all their liability on account of being organizers or stockholders shall terminate.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this the 10th day of February, 1978.

Hazel Hailey (SEAL)
Hazel Hailey

C. Foster Harris (SEAL)
C. Foster Harris

NORTH CAROLINA

FORSYTH COUNTY

This is to certify that on the 10th day of February, 1978, before me, a notary public, personally appeared HAZEL HAILEY and C. FOSTER HARRIS, who I am satisfied are the persons named in and who executed the foregoing Certificate of Incorporation of H & H TOOLING, INC. and I have first made known to them the contents thereof, they did acknowledge that they signed, sealed, and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal this the 10th day of February, 1978.

Carolyn M. Pence
Notary Public

My Commission Expires:



PRESENTED FOR
REGISTRATION
AND RECORDED

Nov 2 10 40 AM '78

EUNICE AYERS
REGISTER OF DEEDS
FORSYTH CTY. N.C.

\$6.00 pd
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