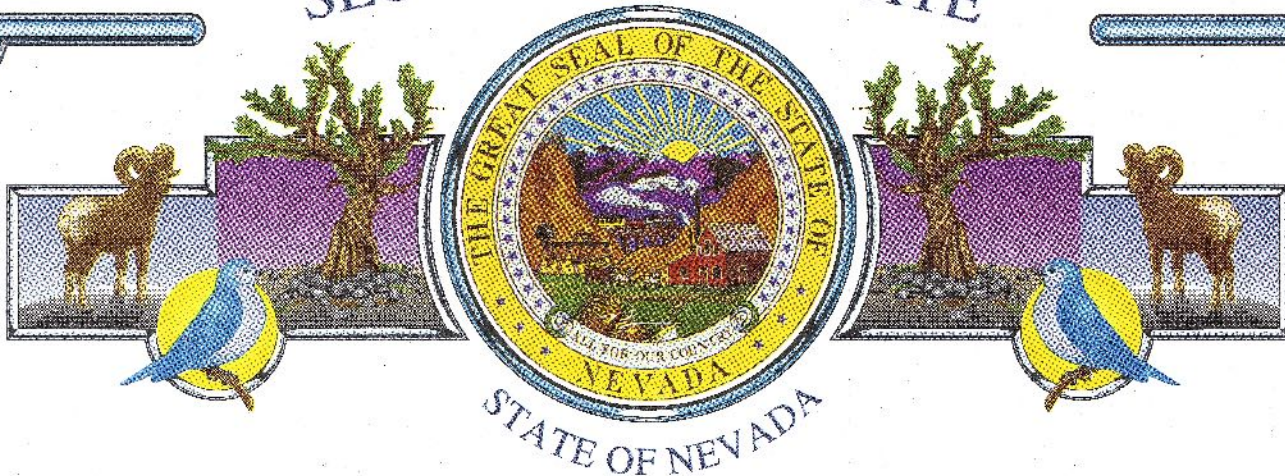


# SECRETARY OF STATE



## CORPORATE CHARTER

I, CHERYL A. LAU, Secretary of State of the State of Nevada, do hereby certify that **METALAST INTERNATIONAL, INC.** did on the **SIXTEENTH** day of **MAY, 1994**, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this **SIXTEENTH** day of **MAY, 1994**.



Secretary of State

By Deputy

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

MAY 16 1994

7463-94

CHERYL A. LAU SECRETARY OF STATE

*Cheryl Lau*

No. \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

METALAST INTERNATIONAL, INC.

\* \* \* \* \*

FIRST. The name of the corporation is  
Metalast International, Inc.

SECOND. Its registered office in the State of Nevada  
is located at One East First Street, Reno, Nevada 89501. The  
name of its resident agent at that address is The Corporation  
Trust Company of Nevada.

THIRD. The total number of shares which the  
corporation is authorized to issue is one million (1,000,000);  
all of such shares shall be without par value.

FOURTH. The governing board of this corporation  
shall be known as directors, and the number of directors may  
from time to time be increased or decreased in such manner as  
shall be provided by the bylaws of this corporation.

The names and addresses of the first board of directors, which shall be three (3) in number, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Michael Semas	5000 Birch Street, Suite 3000 Newport Beach, CA 92660
Leonard A. Semas	5000 Birch Street, Suite 3000 Newport Beach, CA 92660
Jeffrey Mackinen	5000 Birch Street, Suite 3000 Newport Beach, CA 92660

FIFTH. The names and addresses of each of the incorporators signing the articles of incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kelly Miller	49 Stevenson Street, Suite 900 San Francisco, CA 94105
Barbara Cannizzo	49 Stevenson Street, Suite 900 San Francisco, CA 94105
Kristin Jones	49 Stevenson Street, Suite 900 San Francisco, CA 94105

SIXTH. At all elections of directors of the corporation, each holder of stock possessing voting power is entitled to as many votes as equal the number of his shares multiplied by the number of directors to be elected, and he may cast all of his votes for a single director or may distribute them among the number to be voted for or any two or more of

them, as he may see fit.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 11th day of May, 1994.

Kelly Miller  
Kelly Miller, Incorporator

Barbara Cannizzo  
Barbara Cannizzo, Incorporator

Kristin Jones  
Kristin Jones, Incorporator

STATE OF CALIFORNIA

County of San Francisco

On May 11th, 1994, before me, Kelly Miller, Barbara Cannizzo and Kristin Jones personally known to me and acknowledged to me that they executed the same in their authorized capacity(ies), and that by their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

