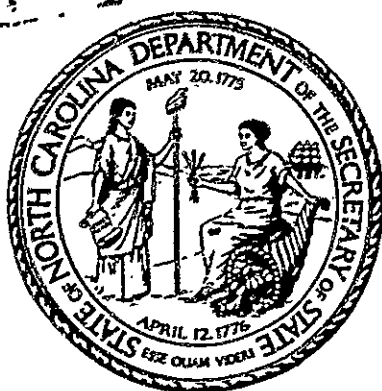


State of
North
Carolina



MILLS AND ALLEN
ATTORNEYS AT LAW
48 SALEM STREET - P. O. BOX 984
THOMASVILLE, NORTH CAROLINA 27361-0984

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

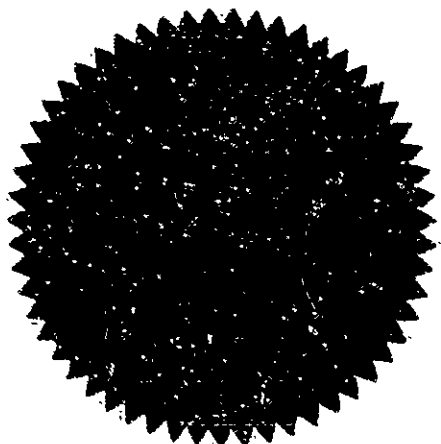
OF

S & C MANUFACTURING CO.

and the probates thereon, the original of which was filed in this office on the 12th day of May 19 88, 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 12th day of May in the year of our Lord 1988.



Thad Eure
Secretary of State

ARTICLES OF INCORPORATION

OF

S & C MANUFACTURING CO.

I, the undersigned, being a natural person of the age of eighteen years or more do hereby form a corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "The North Carolina Business Corporation Act," and to that end, do hereby set forth:

FILED

1. The name of the corporation is: S & C Manufacturing Co.

SECRETARY OF STATE
NORTH CAROLINA

2. The period of duration of this corporation shall be perpetual.

3. The purpose or purposes for which the corporation is organized are:

a. To engage in the manufacturing, wholesale and distribution of goods and services of any kind whatsoever which are legal within the laws of the State of North Carolina and the United States.

b. To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of the State of North Carolina and the several amendments thereto.

c. To join or consolidate with, and to enter into agreements and cooperative relations not in contravention with, any persons, firms, associations, or corporations, governmental, municipal, or otherwise, in connection with carrying out all or any of the purposes of this corporation.

d. To conduct and carry on its business or any branch thereof in any state or territory of the United States or in any foreign country in conformity with the laws of such state, territory, or foreign country, and to have and maintain in any state, territory, or foreign country a business office, plant, store or other facility.

e. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment, of any objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and either as incidental to or appurtenant to or growing out of or connected with the abovementioned objects, purposes, or powers.

BOOK 1641P1771

4. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000.00) with a par value of One Dollar (\$1.00) per share.

The preferences, limitations and relative rights in respect of the shares shall be fixed by resolution of the Board of Directors.

5. The minimum amount of consideration for its shares to be received by the corporation before it shall commence business is One Hundred Dollars (\$100.00).

6. The address of the initial registered office of the corporation is 5598 Seaward Road, Pfafftown, North Carolina 27040, and the name of the initial registered agent at such address is Bill G. Sapp. *Forsyth County*

7. The number of directors of the corporation may be fixed by the by-laws, but shall not be less than the number required by law.

The number of directors constituting the intital board of directors shall be three, and the name sand addresses of the persons who are to serve as directors until the first meeting of the shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
James H. Clark	P.O. Box 818 Randleman, North Carolina 27317
Jimmy D. Clark	P.O. Box 818 Randleman, North Carolina 27317
Bill G. Sapp	5598 Seaward Road Pfafftown, North Carolina 27040

8. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bill G. Sapp	5598 Seaward Road Pfafftown, North Carolina 27040

9. The effective date of these Articles of Incorporation shall be 12:00 A.M. on May 1, 1988.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of April, 1988.

Bill G. Sapp (SEAL)

BOOK 1641P1772

STATE OF NORTH CAROLINA
COUNTY OF Davidson

I, Sandra Moore (Skeen), a Notary Public, do hereby
certify that Bill Japp personally appeared
before me this 26th day of May, 1988 and acknowledged the
due execution of the foregoing Articles of Incorporation.

WITNESS my hand and notarial seal.

Sandra Moore (Skeen)
NOTARY PUBLIC

My Commission Expires: 2/2/92

SANDRA MOORE
NOTARY PUBLIC
GUILFORD COUNTY, N. C.
MY COMMISSION EXPIRES 2/2/92

PRESENTED FOR
REGISTRATION
AND RECORDED
MAY 27 8 34 AM '88
L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CO., N.C.
\$11.00
TSP

BOOK 1641P1773