

Articles Of Incorporation
of
Acme Manufacturing Company

Pursuant to the Michigan General Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

Article I
Name

The name of the Corporation is Acme Manufacturing Company.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Michigan Corporation, Securities And Land Development Bureau.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100,000 shares of no par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Authorized Cumulative Preferred Non-Voting Shares. The aggregate number of cumulative preferred non-voting shares which the Corporation is authorized to issue is 100,000 shares of \$100.00 par value stock.

1. Dividends. The holders of cumulative preferred non-voting shares shall be entitled to receive out of any funds of this Corporation at the time legally available for the declaration of dividends, dividends at the rate of 8% per annum of the par value thereof, and no more, payable in cash quarterly, or at such intervals as the Board of Directors may from time to time determine, when and as declared by the Board of Directors. Dividends on the cumulative preferred non-voting shares first issued shall accrue from the date of issuance of such shares and dividends on all cumulative preferred non-voting shares thereafter issued shall accrue from the day following the last day of the period for which dividends have already been paid on outstanding cumulative preferred non-voting shares. Dividends on all issued and outstanding cumulative preferred non-voting shares shall accrue from day to day, whether or not earned or declared. Such dividends shall be payable before any dividends shall be declared or paid upon or set apart for the common shares, and shall be cumulative, so that if in any year or years dividends upon the outstanding cumulative preferred non-voting shares at the rate of 8% per annum of the par value thereof shall not have been paid thereon or declared and set apart therefor, the amount of the deficiency shall be fully paid or declared and set apart for payment, but without interest, before any distribution, whether by way of dividend or otherwise, shall be declared or paid upon, or set apart for, the common shares.

2. Liquidation. In the event of the voluntary liquidation, dissolution, or winding up of this Corporation, the holders of cumulative preferred non-voting shares shall be entitled to receive out of the assets of this Corporation, whether such assets are capital or surplus of any nature, an amount equal to the par value of such cumulative preferred non-voting shares, and, in addition to such amount, a further amount equal to the dividends unpaid and accumulated thereon, as provided in this Section, to the date of such distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

In the event of any involuntary liquidation, dissolution, or winding up of this Corporation, the holders of the cumulative preferred non-voting shares shall be entitled to receive, out of the assets of the Corporation, whether such assets are capital or surplus of any nature, an amount equal to the par value of such cumulative preferred non-voting shares and a further amount equal to the dividends unpaid and accumulated thereon as provided in this Section to the date of distribution, whether earned or declared or not, and no more, before any payment shall be made or any assets distributed to the holders of common shares.

If upon such liquidation, dissolution, or winding up whether voluntary or involuntary, the assets thus distributed among the holders of the cumulative preferred non-voting shares shall be insufficient to permit the payment of such Shareholders of the whole preferential amount, then the entire assets of this Corporation to be distributed shall be distributed

ratably among the holders of the cumulative preferred non-voting shares.

A consolidation or merger of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up, within the meaning of this section.

3. Redemption. Upon the consent and approval of the holders of a majority of the Corporation's shares of voting common stock, and upon the affirmative vote of the Board of Directors, this Corporation may redeem the whole or from time to time may redeem any part of the cumulative preferred non-voting shares on any dividend date by paying in cash therefor \$100 per share and, in addition to the aforementioned amount, an amount in cash equal to all dividends on cumulative preferred non-voting shares unpaid and accumulated as provided in this Section, whether earned or declared or not, to and including the date fixed for redemption, such sum being hereinafter sometimes referred to as the redemption price. In case of the redemption of a part only of the outstanding cumulative preferred non-voting shares, the Board of Directors may determine the shares to be redeemed, or may effect such redemption pro rata. A partial redemption of cumulative preferred non-voting shares shall not be effected until all dividends accrued and in arrears upon all cumulative preferred non-voting shares outstanding shall have been paid for all past dividend periods, and until full dividends for the then current dividend period on all cumulative preferred non-voting shares then outstanding, other than the shares to be redeemed, shall have been paid or declared and the full amount thereof set apart for payment. At least 30 days previous notice by mail, postage prepaid, shall be given to the holders of record of the cumulative preferred non-voting shares to be redeemed, such notice to be addressed to each such Shareholder at his or her post office address as shown by the records of this Corporation. On or after the date fixed for redemption and stated in such notice, each holder of cumulative preferred non-voting shares called for redemption shall surrender his or her certificate evidencing such shares to this Corporation at the place designated in such notice and shall thereupon be entitled to receive payment of the redemption price. In case less than all the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If such notice of redemption shall have been duly given, and if on the date fixed for redemption funds necessary for the redemption shall be available therefor, then notwithstanding that the certificates evidencing any cumulative preferred non-voting shares to called for redemption shall not have been surrendered, the dividends with respect to the shares so called for redemption shall cease to accrue after the date fixed for redemption and all rights with respect to the shares so called for redemption shall forthwith after such date cease and determine, except only the right of the holders to receive the redemption price thereof without interest upon surrender of their certificates therefor.

4. Voting Rights. Except as in this paragraph otherwise provided, the entire voting power of the Corporation shall be vested in the common voting Shareholders. In the event that six consecutive quarterly dividends payable on the preferred shares are in default, then immediately upon the happening of such event, and until such defaulted dividends and all dividends subsequently defaulted are paid, the holders of preferred

shares shall become entitled to one vote for each shares of such preferred shares held by them, at any meeting of the Corporation or its Shareholders, upon all matters coming before such meeting, along with the holders of common shares, and the holders of the preferred shares shall be entitled to receive notice of any such meeting in the same manner as the holders of the common shares. Upon payment in full of the defaulted dividends, the voting power and rights to notice of Shareholders' meetings shall again be vested exclusively in the common Shareholders.

Section C. Cumulative Voting. There shall be no cumulative voting.

Section D. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Section E. First Lien. The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

Section F. Transfer of Shares of Indebted Shareholder. If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Article IV **Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 100 Main Street, Lansing, Michigan, and the name of its initial Resident Agent at such address is Sam Spade.

Article V **Incorporator**

The name and address of the Incorporator is:

Sam Spade
100 Main Street
Lansing, Michigan

The Incorporator is a natural person over the age of twenty-one years.

Article VI **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Michigan General Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Michigan

General Corporation Act.

Article VII
Directors

The number of Directors constituting the initial Board of Directors is two. The names and addresses of the persons, who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and shall qualify, are:

Name and Address

Sam Spade
100 Main Street
Lansing, Michigan

Henry Smith
555 Fourth Avenue
Lansing, Michigan

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

Article VIII
Committees

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least two Directors, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

Article IX
Corporate Seal

This Corporation shall not have a corporate seal.

Article X
Real Estate Documents

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President or a Vice President and shall be countersigned or attested by the Secretary or the Treasurer, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

Article XI
Non-Liability Of Directors

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Michigan General Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Michigan General Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article XII
Indemnification Of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Michigan General Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIII
Indemnification Of Officer-Directors

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to

the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Michigan General Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XIV
Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Sam Spade
Incorporator

State of Michigan)
County of _____) ss.

The foregoing instrument was acknowledged before me this November 4, 2000 by Sam Spade.

(Seal, if any)

Notary Public in and for
said State

My commission or term of office expires on _____.