

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 13 2001

Bill Jones

Secretary of State



OCT 11 2001

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF
MERIT CABLES INCORPORATED**

ONE: The name of the corporation is **MERIT CABLES INCORPORATED**

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: The name and address in the State of California of the corporation's initial agent for service of process is:

RONALD A. MOLLIS, ESQ.
c/o McQUEEN ASHMAN & MOLLIS LLP
19900 MacArthur Blvd., Suite 1150
Irvine, California 92612

FOUR: This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is one million (1,000,000).

FIVE: The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

SIX: The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: October 8, 2001


RONALD A. MOLLIS

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Dated: October 8, 2001


RONALD A. MOLLIS

