

**ARTICLES OF INCORPORATION**

**OF**

**LION CAPITAL, LTD.**

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**ARTICLE I**  
**Name and Address of Corporation**

The name of the corporation is Lion Capital, LTD. The principal address of the Corporation is 2565 South University Boulevard, Suite 209, Denver, Colorado 80210. ✓

**ARTICLE II**  
**Period of Duration**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**  
**Purposes and Powers**

3.1 Purposes. The purpose for which the corporation is organized is the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code, including, but not limited to, technology transfer of manufacturing construction materials, and manufacturing of construction materials, and importing and exporting on a multipurpose basis internationally.

3.2 Powers. The corporation shall have all of the rights, privileges and powers now or hereafter conferred upon corporations by the Colorado Corporation Code. The corporation shall have and may exercise all powers necessary or convenient to effect any of the purposes for which the corporation has organized.

**ARTICLE IV**  
**Capital Structure**

4.1 Aggregate Shares, Classes and Series. The aggregate number of shares which the corporation shall have authority to issue is 210,000 shares of capital stock with a no par value. The authorized shares are not to be divided into classes or series except upon amendment of these articles of incorporation. ✓

4.2 Consideration for Shares. Each share of stock, when issued, shall be fully paid and nonassessable. The shares of the corporation may be issued for a consideration as may be fixed from time to time by the board of directors of the corporation, which consideration may consist of money or property (including shares or

securities of any other corporation) or services already performed on behalf of the corporation. The judgment of the board of directors as to the value of any property or services received shall, in the absence of fraud or bad faith, be conclusive upon all persons.

**ARTICLE V**  
**Cumulative Voting**

At the elections of directors of the corporation they shall be elected by a majority vote of shareholders and the cumulative system of voting of shares of stock shall not be allowed.

**ARTICLE VI**  
**Pre-Emptive Rights**

The shareholders of the corporation shall have no pre-emptive right to acquire additional authorized but unissued shares or treasury shares of the corporation or securities convertible into shares or carrying a right to subscribe to or acquire shares.

**ARTICLE VII**  
**Regulation of Internal Affairs**

7.1 Bylaws. The initial bylaws shall be adopted by the board of directors. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the board of directors. The bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these articles of incorporation.

7.2 Registered Holder of Shares of the Corporation. The corporation shall be entitled to treat the record holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from the shares. The corporation shall not be bound to recognize any equitable or other claim to or interest in, the shares or rights deriving from the shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from the shares, unless and until the purchaser, assignee, transferee or other person becomes the record holder of the shares, whether or not the corporation shall have either actual or constructive notice of the interest. Until the purchaser, assignee, or transferee of any of the shares of the corporation has become the record holder of the shares, he shall not be entitled to receive notice of meetings, examine lists of the shareholders, receive dividends or other sums payable to shareholders, or own, enjoy and exercise any other property or rights deriving from the shares of the corporation.



**ARTICLE XI**  
**INTEREST OF DIRECTORS IN CONTRACTS**

11.1 Authorization of Transactions. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firms, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) the contract or transaction is fair and reasonable to the corporation.

11.2 Quorum. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII**  
**LIABILITY OF DIRECTORS**

12.1 Personal Liability. A director shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director of this corporation.

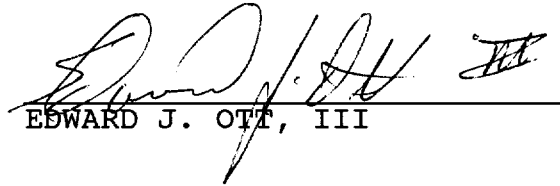
12.2 Exceptions. This provision shall not eliminate or limit the liability of a director to the corporation or to its shareholders for monetary damages for any of the following conduct:



**CONSENT OF APPOINTMENT**

THE UNDERSIGNED HEREBY CONSENTS TO HIS APPOINTMENT TO ACT AS REGISTERED AGENT FOR LION CAPITAL, LTD.

Dated: December 17, 1997

  
EDWARD J. OTT, III