

State of Idaho

Department of State

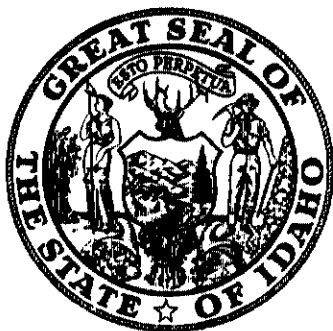
CERTIFICATE OF INCORPORATION OF

METCALF LANDSCAPE CONTRACTORS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: July 9, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

[Signature]

ARTICLES OF INCORPORATION
OF
METCALF LANDSCAPE CONTRACTORS, INC.

JUL 9 3 26 PM '93
SECRETARY OF STATE

The undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **METCALF LANDSCAPE CONTRACTORS, INC.**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1,000 Shares of \$10.00 par value for an aggregate authorized capital of \$10,000.00.

ARTICLE V

There is no provision denying or affecting a shareholder's preemptive rights.

ARTICLE VI

The address of the initial registered office of the corporation is 2400 S. Raymond, Boise, Idaho 83709 and the name of its initial registered agent at such address is William Metcalf.

ARTICLES OF INCORPORATION - 1

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ARTICLE VII

The number of directors constituting the initial Board of Directors of the corporation is two (2) and 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:

William Metcalf
2011 S. Hilton
Boise, Idaho 83705

Diane G. Metcalf
2011 S. Hilton
Boise, Idaho 83705

ARTICLE VIII

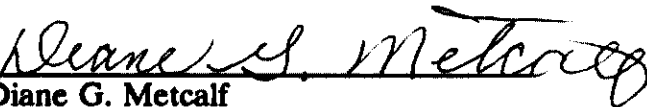
The names and addresses of the incorporators are:

William Metcalf
2011 S. Hilton
Boise, Idaho 83705

Diane G. Metcalf
2011 S. Hilton
Boise, Idaho 83705

DATED this ____ day of _____, 1993.


William Metcalf


Diane G. Metcalf