

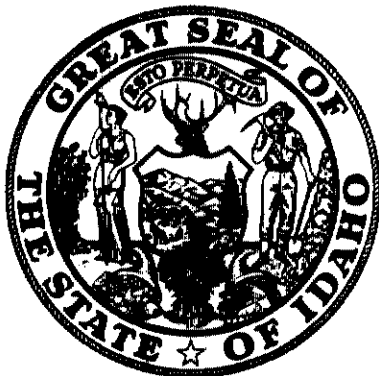
**CERTIFICATE OF INCORPORATION
OF**

ROCK SAW, 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: February 27, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Puala*

ARTICLES OF INCORPORATION OF
ROCK SAW, INC.

FEB 17 3 15 PM '98
SECRETARY OF STATE

The undersigned, acting as incorporators of a corporation under the Idaho Corporation Act, adopt the following Articles of Incorporation for this corporation.

I.

The name of this Corporation shall be Rock Saw, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation is 5405 Overland Road, Boise, Idaho 83705, and the name of the initial registered agent as such address is James W. Kiser.

IV.

The nature of the business and the object and purpose of this corporation shall be as follows:

(a) Owning, managing and operating a trencher and heavy equipment business; the sale, leasing, servicing of trenchers and heavy equipment.

(b) The transaction of any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

That the total authorized number of par value shares of this corporation shall be one thousand (1,000), all of one class, each of a par value of \$1.00, which said shares shall be common stock and shall not be subject to assessment.

VI.

The name and the post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
W. L. Burgess	P.O. Box 694 Meridian, ID 83642
David Barkell	P.O. Box 694 Meridian, ID 83642

VII.

The first Board of Directors shall consist of two directors, but during their term of office, or thereafter, the number of directors may be decreased or increased from time to time as may be provided by the By-Laws; provided, however, that the number of directors constituting a Board shall not be less than (2) nor more than five (5).

The following persons are named directors of the corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
W. L. Burgess	2332 N. Cliffview Dr. Boise, ID 83702
David Barkell	P.O. Box 694 Meridian, ID 83642

VIII.

All or any meeting of the shareholders, or of the Board of Directors may be held within or without the State of Idaho.

IX.

Each shareholder of this corporation shall have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the debentures, bonds or other securities convertible into stock of this corporation issued, optioned or sold by it after its incorporation in proportion to existing stock ownership. Any part of the capital stock, debentures, bonds or other securities convertible into stock of this corporation authorized by these Articles of Incorporation or by any amended articles duly filed, may at any time be issued, optioned for sale and sold or disposed of by this corporation pursuant to a resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper only after being first offered to existing shareholders in proportion to their stock ownership.

X.

These Articles of Incorporation can only be amended by a vote of sixty-five percent (65%) or more of the outstanding issued stock. Authorized stock in this corporation may only be issued by a vote of sixty-five percent (65%) or more of the outstanding issued stock.

IN WITNESS WHEREOF, we have signed triplicate originals of these Articles of Incorporation this 27 day of February, 1990.

W. L. Burgess
W. L. Burgess
David O. Barkell
David Barkell

STATE OF IDAHO,)
 (ss.
COUNTY OF ADA,)

On this 27 day of February, 1990, before me the undersigned, a Notary Public in and for said State, personally appeared W. L. Burgess and David Barkell known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

James E. Hise
Notary Public for Idaho
Residing in Boise, Idaho
My Commission Expires: 1-2-93