

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

PRO-ROAD SYSTEMS, INC.

File number C 119242

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: April 24, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sonya Herold*

SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

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OF

PRO-ROAD SYSTEMS, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of this corporation shall be Pro-Road Systems, Inc.

ARTICLES II.

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

ARTICLES III

This corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLES IV.

The total number of shares of the corporation shall consist of 999 shares

ARTICLES OF INCORPORATION -1-

IDAHO SECRETARY OF STATE
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of Common Stock having no par value, all of one class denoted Common Stock, each share being entitle to one (1) vote.

ARTICLE V.

There are no provisions denying preemptive rights.

ARTICLE VI.

Provisions for the regulation of the internal affairs of the corporation are to be set forth in the By-Laws of the corporation.

ARTICLES VII.

The address of the initial registered office of the corporation is P. O. Box 764, Blume Hill Rd., Moyie Springs, Idaho 83845, and the name of the initial registered agent at such address in Thomas Oxford.

ARTICLES VIII.

The number of directors of the initial board of directors of the corporation is one, and the name and address of the person who is to serve as initial director until the first annual meeting of shareholders or until his successor or successors qualify is:

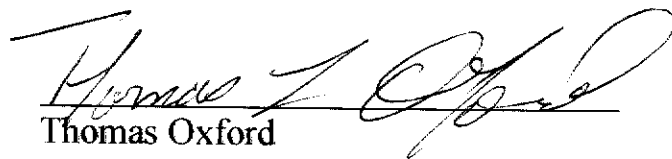
Thomas Oxford
P.O. Box 764
Moyie Springs, ID 83845

ARTICLE IX.

The name and address of the incorporator of this corporation is:

Thomas Oxford
P.O. Box 764
Moyie Springs, ID 83845


These foregoing Articles of Incorporation are date and executed this 4th
day of march. 1997.


Thomas Oxford

STATE OF IDAHO)
) ss.
County of Boundary)

On this 4th day of march. 1997, before me the under-
signed, a Notary Public in and for the State of Idaho, personally appeared
THOMAS OXFORD, known to me to be the person whose name is subscribed to
the within instruments, and acknowledge to me that he executed the same.

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


Notary Public in and for Idaho
Residing at: Bonners Ferry
Commission expires: 10/7/97