



**CERTIFICATE OF INCORPORATION
OF**

WASCO, 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 12, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zappala*

ARTICLES OF INCORPORATION

OF

WASCO, INC.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, being an adult citizen of the United States, hereby voluntarily associate myself for the purpose of forming a corporation pursuant to Chapter 1 of Title 30, Idaho Code, and all acts supplemental thereto and amendatory thereof, and I do hereby adopt and certify the following Articles of Incorporation as follows:

ARTICLE I

The name of the corporation shall be WASCO, INC. The registered agent shall be CAROL HOLLOWAY, whose address is c/o Antelope Inn, Main Street, Kendrick, Idaho 83537.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The corporation's purposes are:

1. To carry on and conduct any and every kind of general contracting and construction business.
2. To design, draw and prepare plans, specifications, and estimates for and to supervise, bid upon, enter into and execute contracts for the construction and alteration of buildings,

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structures, houses, piers, wharves, canals, docks, slips, dams, bridges, viaducts, railroads, railways, rights of way, cuts, fills, roads, avenues, streets, fortifications, conduits, pipelines, electric or other transmission lines, subways, tunnels, foundations, mines, shafts, wells, walls, water works, plants, machinery, drainage, irrigation, sewage disposal systems and any other engineering or construction project or enterprise of any nature whatsoever.

3. To engage in any business related or unrelated to that described in paragraph 1 and 2 above in this Article, and from time to time authorized and approved by the board of directors of this corporation.

4. To acquire by purchase, lease or otherwise, and to improve and to develop real property.

5. To act as a partner or joint venturer in any transaction and to acquire and use assumed business names and conduct any business thereunder which the corporation may lawfully conduct.

6. To acquire by purchase or otherwise, the stock of this corporation.

7. To make, perform, and carry out contracts of every kind and description pertaining to the purposes of this corporation, and for any lawful purpose necessary and expedient thereto, as determined by the board of directors of this corporation, with any firm, person, association or corporation. To borrow or

raise money without limit as to amount by negotiable or transferable instruments or otherwise.

8. The purposes for which this corporation are formed are to do any and all things herein set forth to the same extent as natural person might or could do, and in any part of the world as principal, agent or otherwise, and in furtherance of, and not in limitation of the general powers conferred by the laws of the State of Idaho.

9. In furtherance and not in limitation of the general powers conferred by the laws of the State of Idaho, and of the purposes hereinabove stated, the corporation shall have the power to exercise all the powers now or hereafter conferred by the laws of the State of Idaho upon corporations organized under the laws under which this corporation is organized, and any and all acts amendatory thereof and supplemental thereto.

The foregoing clauses are to be construed both as objects and powers; and it is hereby expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation; it is the intention that the purposes, objects and powers as specified in each of the paragraphs of Article III, except as otherwise expressly provided, in nowise be limited to or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles of Incorporation.

ARTICLE IV

The place where the principal office of this corporation shall be maintained and its principal place of business is Kendrick, County of Latah, State of Idaho; the mailing address of the principal office of the corporation is P.O. Box 146, Kendrick, Idaho 83537, but the corporation may maintain offices and transact business in any other state in the United States or in any foreign country and the registered address of this corporation in the State of Idaho shall be c/o Antelope Inn, Main Street, Kendrick, Idaho 83537.

ARTICLE V

The total authorized capital stock of this corporation is the sum of Twenty Five Thousand Dollars (\$25,000.00) divided into two hundred fifty (250) shares of the par value of One Hundred Dollars (\$100.00) per share. It may be issued by the corporation from time to time for such considerations as labor, services, money or property, real or personal, as may be fixed from time to time by the board of directors. The stock of this corporation shall be nonassessable.

ARTICLE VI

The name and post office address of the incorporator who is of full legal age and the number of shares of stock subscribed by her are as follows:

NAME	ADDRESS	NO. SHARES
Carol Holloway	P.O. Box 146 Kendrick, Idaho	1

The incorporator shall serve as director and shall manage and control the affairs of the corporation until the first meeting of shareholders for the adoption of by-laws and the completion of the organization of the corporation.

ARTICLE VII

The corporation shall have three (3) directors, except in the event that all of the shares of the corporation are owned beneficially and of record by fewer than three (3) shareholders, in which event the number of directors may be fewer than three (3) but not fewer than the number of shareholders.

ARTICLE VIII

The officers of this corporation shall consist of a president, vice-president, secretary, treasurer or secretary-treasurer, and such other officers as the Board of Directors of the corporation shall deem necessary, all of whom shall be elected by the Board of Directors and hold office during the pleasure of the Board. Each of the officers shall have such powers as may be conferred upon him by the by-laws of the corporation.

ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation in any manner now or hereinafter prescribed by statute.

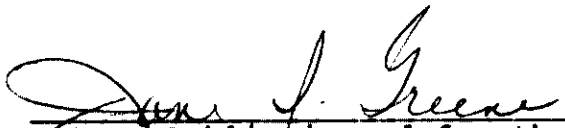
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of December, 1989.


CAROL HOLLOWAY

STATE OF IDAHO)
 ss.
County of Clearwater)

On this 13th day of December, 1989, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared CAROL HOLLOWAY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she 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.


Notary Public in and for the
State of Idaho, residing at
Orofino, therein.
My commission expires: 5-16-94