

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

KEY ENVIRONMENTAL SERVICES OF IDAHO 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: November 9, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

by: *Sandra M. Taylor*

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ARTICLES OF INCORPORATION

OF

KEY ENVIRONMENTAL SERVICES OF IDAHO INC.

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators under the Idaho General Business Corporations Act, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation is Key Environmental Services of Idaho, Inc.

ARTICLE II - SHARES

The aggregate number of shares which this Corporation shall have the authority to issue is 5,000 shares at \$1 par. All stock of the Corporation shall be of the same class, common, and shall have the same rights, voting power and preferences and be subject to the same restrictions. The Board of Directors or the Shareholders may adopt by-laws restraining the alienation of shares and providing for the purchase or redemption by the Corporation of its shares.

ARTICLE III - DURATION

The duration of this Corporation is perpetual.

ARTICLE IV - PURPOSE

The nature of the business or purposes to be conducted or promoted are toxic waste remediation work and any other lawful

act or activity for which profit corporations may be organized under the laws of Idaho.

ARTICLE V - PREEMPTIVE RIGHTS

The Shareholders shall have preemptive rights to acquire additional shares of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The location of this Corporation's initial registered office is 155 S. 2nd. Pocatello, Idaho 83205. The name of the initial registered agent at such address is Ronald S George.

ARTICLE VII - ORIGINAL DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be five (5). Their names and addresses are as follows:

Roger McAtee
155 S. 2nd
Pocatello, ID 83205

Dwight Jensen
155 S. 2nd
Pocatello, Idaho 83205

Ronald S George
155 S. 2nd
Pocatello, Idaho 83205

ARTICLE XII - ORIGINAL SHAREHOLDERS AND INCORPORATORS

The original shareholders and incorporators have subscribed to one (1) share of common stock. Their names and addresses are:

Roger McAtee
155 S. 2nd
Pocatello, ID 83205

Dwight Jensen
155 S. 2nd
Pocatello, ID 83205

Ronald S George
155 S. 2nd
Pocatello, ID 83205

ARTICLE IX - ORIGINAL OFFICERS

The name and residence addresses of the original officers are:

President:	Roger McAtee 155 S. 2nd Road Pocatello, ID 83205
Secretary-Treasurer:	Dwight Jensen 155 S. 2nd Pocatello, ID 83205

ARTICLE X - COMMON DIRECTORS TRANSACTIONS

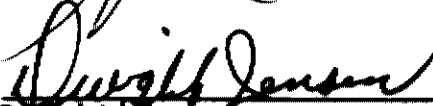
No contract or other transaction between this Corporation and one or more of its Directors or any other person, partnership, corporation, firm, association or entity in which one or more of this Corporations's Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director or 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 because of his or their votes are counted for such purpose and each such directors of this Corporation is hereby released from liability which might otherwise exists from such contract 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 (b) the transaction is approved by sufficient vote or consent without counting the votes or consents

of such interested Director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote or written consent; or (d) the contract or transaction is fair and reasonable to the Corporation. If the fact of such relationship or interest is known then the common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transaction.

IN WITNESS WHEREOF, I hereunto sign and verify in triplicate these Articles of Incorporation this 6 day of ^{Nov.} ~~July~~, 1987.



ROGER MCATEE



Dwight Jensen



Ronald S George

STATE OF IDAHO)
 : ss.
County of Bannock)

On this 6th day of ^{Nov.} ~~July~~, 1987, before me the undersigned, a Notary Public in and for said county and state, personally appeared ROGER McATEE, known to me to be the person who executed the foregoing instrument and acknowledged to me that he subscribed his name.

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

(Seal)

De Ann Jernstrom
NOTARY PUBLIC FOR IDAHO
My Commission Expires: 1992
Residing at: Pocatello, ID