

**ARTICLES OF INCORPORATION
OF
APNEA, INC.**

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SECRETARY OF STATE
STATE OF IDAHO

THE UNDERSIGNED, being a natural person of legal age and acting as the incorporator under the provisions of the Idaho Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of this corporation shall be:

APNEA, INC.

ARTICLE II -- DURATION

This corporation shall have perpetual existence.

ARTICLE III -- PURPOSES

The purposes for which the corporation is organized are as follows:

- (a) To engage in the waste certification business and related services, and to realize a profit therefrom.
- (b) Generally, to engage in any lawful business or activity for which corporations may be organized under the Idaho Business Corporation Act and which may, in the judgment of the board of directors, be necessary, useful or advantageous to the corporation, whether or not such business or activity is similar in nature to the purposes set forth above in this Article III.
- (c) To do all things necessary, suitable or proper to accomplish any of the purposes herein enumerated, or that may at any time appear conducive

IDAHO SECRETARY OF STATE

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to or expedient for the protection or benefit of this corporation or for the furtherance of its business or for the accomplishment of each and every lawful objective, whether or not set forth specifically herein, and to do said acts as fully and to the same extent as natural persons might or could do as principals, agents, partners (either general or limited), joint venturers, trustees or otherwise, either alone or in conjunction with any other person, association, or corporation.

The foregoing clauses are independent purposes and powers and do not limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Idaho.

ARTICLE IV -- SHARES

There shall be one class of shares, all of which shall be common shares. The aggregate number of shares which this corporation shall have authority to issue is TEN THOUSAND (10,000) shares with no par value. Each share shall have equal voting powers, and shall have the same rights and preferences. Each share shall entitle the holder to one (1) vote. No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. The authorized shares of the corporation, including treasury shares, may be issued at such time, upon such terms and conditions and for such consideration as the board of directors may determine. The corporation may purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE V -- SHAREHOLDER RIGHTS

Shareholders shall have preemptive rights to acquire additional shares of the corporation. Shareholders have equal, ratable rights to dividends, when and if declared by the board of directors, and are entitled to share ratably in all of the assets of the corporation available for distribution to shareholders upon liquidation, dissolution or winding up of the corporation's affairs. At each election of directors of the corporation, each shareholder entitled to vote at such election has the right to vote, in person or by proxy, the number of shares owned by such shareholder for as many persons as there are directors to be elected. Shareholders shall have cumulative voting rights with respect to elections of directors of the corporation.

ARTICLE VI -- REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the location of the initial registered office of the corporation are:

Gerald G. Streier
501 W. Broadway, Suite 300
Idaho Falls, Idaho 83402

ARTICLE VII -- DIRECTORS

The number of directors constituting the initial board of directors of the corporation is ONE (1); provided that in no event shall this provision be deemed to limit the number of directors to be provided for in the By-Laws. The name and address of the person who is to serve as director until the first annual meeting of shareholders and until his successors are elected and qualify is:

Gerald G. Streier
501 W. Broadway, Suite 300
Idaho Falls, Idaho 83402

ARTICLE VIII -- INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

Gerald G. Streier
501 W. Broadway, Suite 300
Idaho Falls, Idaho 83402

ARTICLE IX -- AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shares entitled to vote on each such amendment.

ARTICLE X -- BYLAWS

The board of directors may adopt By-Laws which are not inconsistent with the laws of the State of Idaho or these Articles of Incorporation. Any By-Law or By-Laws so adopted by the board of directors may be amended or repealed by the board of directors or by a vote of holders of record of a majority of the corporation's stock at any regular shareholder's meeting or any special shareholder's meeting called for that purpose.

DATED this 24 day of November, 1997.



Gerald G. Streier, Incorporator

STATE OF IDAHO

County of Bonneville

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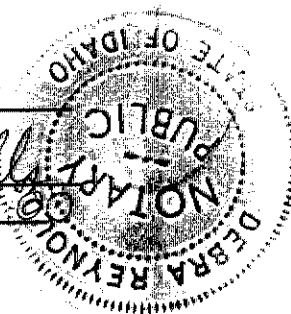
On this 24th day of Nov, 1997, before me, the undersigned, a notary public in and for said state, personally appeared Gerald G. Streier, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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


Notary public

Residing at Idaho Falls, ID

My commission expires: 10-27-00



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