

**ARTICLES OF INCORPORATION
OF
CARPENTER FENCE CORPORATION**

FILED
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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of the corporation is Carpenter Fence Corporation.

ARTICLE II

The corporation is formed for the purpose of engaging in the fencing and hydro seeding businesses, and shall have the power to engage in any lawful activity for which corporations may be organized under the Idaho Business Corporation Act.

ARTICLE III

The corporation may elect to be a close corporation as defined in Internal Revenue Code Subchapter S - Election of Certain Small Business Corporations as to Taxable Status §§ 1371 - 1377. If that election shall be made, the corporation's issued stock of all classes, with the exception of treasury stock, shall be held of record by no more persons than allowable under said act. The corporation shall not make any offering of its stock which would constitute a public offering under the Securities Act of 1933 and any amendments thereto, or under any applicable statutes of the State of Idaho.

An amendment to these Articles deleting this corporation's designation as a close corporation may be adopted by an affirmative vote of a majority of the outstanding shares.

ARTICLE IV

The duration of the corporation shall be perpetual.

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ARTICLE V

It is hereby expressly provided that no person shall be eligible to be a stockholder of this corporation except the original stockholders, their heirs, or persons designated by the board of directors.

In order to carry out the provisions of this section, it is also made a part of the contract of subscription or the purchase of stock that every shareholder or stockholder, before selling stock, shall offer to sell the same to the corporation at the fair market value of such stock at the time such offer is made. In case of disagreement as to what the market value is at such time, the matter shall be arbitrated. Any attempted sale of stock to a person or persons ineligible to own stock in this corporation shall be void.

The corporation hereby reserves the right to purchase at the market value any shares of stock which may by any means or method become the property of persons, corporations, or associations ineligible to be stockholders in this corporation.

The provisions of this section shall be printed upon the face of, and be a part of, each and every certificate of stock issued by this corporation.

The aggregate number of shares that the corporation shall have authority to issue is 1,000,000 shares. All such shares shall be of single class, designated as \$1.00 par value common.

ARTICLE VI

Each holder of common shares shall have one vote for each share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of

common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VII

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, rights, warrants or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities, regardless of the consideration therefor.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of final disposition of such proceedings, to the full extent permitted by the Idaho Business Corporation Act.

ARTICLE IX

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE X

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE XI

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names are as follows:

Fred Carpenter

Diana Carpenter

ARTICLE XII

The name and address of the incorporators of the corporation are Fred Carpenter, 3633 - 13th Street, Lewiston, Idaho, and Diana Carpenter, 3633 - 13th Street, Lewiston, Idaho. Fred Carpenter shall also serve as registered agent for the corporation.

IN WITNESS WHEREOF, the undersigned incorporators execute these articles of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

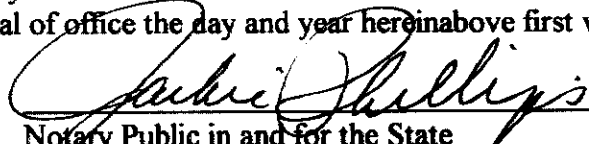

Fred Carpenter, Incorporator


Diana Carpenter, Incorporator

STATE OF IDAHO)
) ss.
County of Nez Perce)

BE IT REMEMBERED that on this 14th day of Jan, 1998, personally appeared before me Fred Carpenter, party to the foregoing certificate of incorporation, known to me personally to be such, and I have first made known to her, the contents of said certificate, and she did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, and deposes that the facts therein stated were truly set forth.

Given under my hand and seal of office the day and year hereinabove first written.


Notary Public in and for the State
of Idaho, residing at Lewiston therein.
My commission expires: 5/12/2000

STATE OF IDAHO

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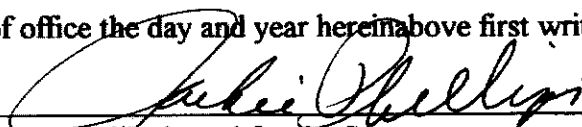
) ss.

County of Nez Perce

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Given under my hand and seal of office the day and year hereinabove first written.



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