



CERTIFICATE OF AUTHORITY
OF

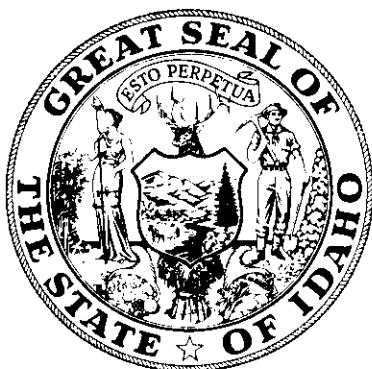
TRANS-CON CONSTRUCTION CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **TRANS-CON CONSTRUCTION CO., INC.**

_____ for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to **TRANS-CON CONSTRUCTION CO., INC.**
to transact business in this State under the name **TRANS-CON CONSTRUCTION CO., INC.**
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **February 22, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Trans-Con Construction Co., Inc.
2. *The name which it shall use in Idaho is Trans-Con Construction Co., Inc.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is March 16, 1982 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 100 West Tenth Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
The transaction of any or all lawful business for which corporations may be organized, including general construction management services.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
- SEE ATTACHED RIDER -		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>1,000</u>	<u>Common</u>	<u>\$1.00</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
100	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated Jan 31, 19 83

Trans-Con Construction Co., Inc.

By James T. Stievater

Its Vice President

Dated: February 9, 1983

and James T. Stievater

Its Secretary

STATE OF Georgia)

COUNTY OF Fulton) ss:

I, Martha E. Weber, a notary public, do hereby certify that on this 31st day of January, 19 83, personally appeared before me James T. Stievater, who being by me first duly sworn, declared that he is the Vice President of Trans-Con Construction Co., Inc.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

Notary Public, Georgia, State at Large
My Commission Expires Sept. 9, 1986

Martha E. Weber
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS and DIRECTORS
of
TRANS-CON CONSTRUCTION CO., INC.

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Victor E. Cestar, Jr.	932 Fisher Building Detroit, MI 48202	President and Director
James T. Stievater	Suite 430, Palisades Building 5901-A Peachtree Dunwoody Road Atlanta, GA 30328	Vice President
Joseph V. Vumbacco	39th Floor 633 Third Avenue New York, NY 10017	Secretary & Treasurer
Herbert D. Conant	39th Floor 633 Third Avenue New York, NY 10017	Director
Thomas B. Gerlach	Suite 700 10 Penn Center Philadelphia, PA 19103	Director
Ronald J. King	4912 Midway Drive Temple, TX 76503	Director
Franklin H. Kohutek	1111 N. General Bruce Drive Temple, TX 76503	Director
Charles O. Mikell	201 Clanton Road Charlotte, NC 28232	Director
Henon W. Pearce	3116 Sexton Road, S.E. Decatur, AL 35602	Director

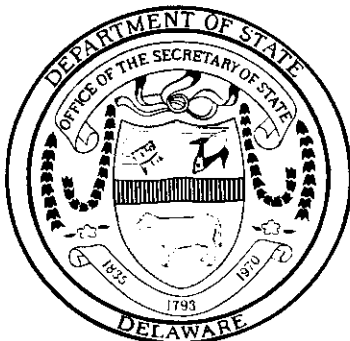


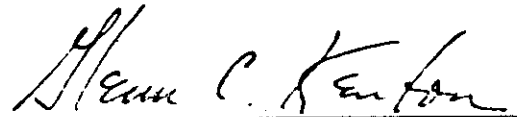
State of DELAWARE



Office of SECRETARY OF STATE

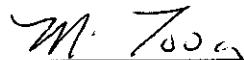
I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation _____
filed in this office on _____ March 16, 1982 _____.





Glenn C. Kenton, Secretary of State

BY: _____



DATE: _____ February 15, 1983 _____

TRANS-CON CONSTRUCTION CO., INC.

Certificate of Incorporation

THE UNDERSIGNED, in order to form a corporation for the purposes herein-
after stated, under and pursuant to the provisions of the General Corporation
Law of the State of Delaware, does hereby certify as follows:

ARTICLE I

The name of the Corporation is Trans-Con Construction Co., Inc.

ARTICLE II

The address of the registered office of the Corporation in the State of
Delaware is No. 100 West 10th Street, in the City of Wilmington, County of New
Castle. The name of the Corporation's registered agent at such registered
office is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity
for which corporations may be organized under the General Corporation Law of the
State of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have
authority to issue is 1,000 shares of Common Stock of the par value of \$1 per
share.

ARTICLE V

The amount of the authorized stock of the Corporation of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE VI

Elections of directors need not be by ballot unless the By-laws of the Corporation shall so provide. Any director may be removed from office either with or without cause at any time by the affirmative vote of stockholders of record holding a majority of the outstanding shares of the stock of the Corporation entitled to vote.

ARTICLE VII

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to adopt, amend and repeal from time to time By-laws of the Corporation.

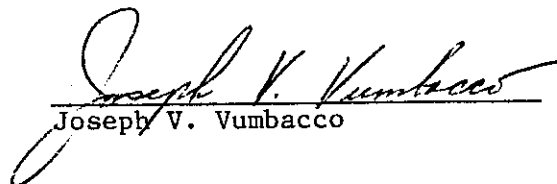
ARTICLE VIII

The incorporator of the Corporation is Joseph V. Vumbacco whose mailing address is 633 Third Avenue, New York, New York 10017.

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation. The names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of stockholders or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Mailing Address</u>
Herbert D. Conant	633 Third Avenue New York, NY 10017
Thomas B. Gerlach, Jr.	Suite 700 10 Penn Center Philadelphia, PA 19103
Ronald King	4912 Midway Drive Temple, TX 76501
Franklin Kohutek	1111 N. General Bruce Drive Temple, TX 76501
C. O. Mikell	201 Clanton Road Charlotte, NC 28210
Henon W. Pearce	3116 Sexton Road, S.E. P.O. Box 922 Decatur, AL 35602

IN WITNESS WHEREOF, I have hereunto set my hand this 12th day of
MARCH, 1982.


 Joseph V. Vumbacco

In the Presence of:


 Margaret McGrath