

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

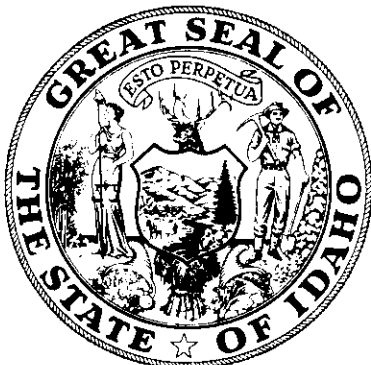
JOHN MASSMAN CONTRACTING CO.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **JOHN MASSMAN CONTRACTING CO.**

_____ 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 **JOHN MASSMAN CONTRACTING CO.**
to transact business in this State under the name **JOHN MASSMAN CONTRACTING CO.**
_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **July 20**, 19 **81**



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk



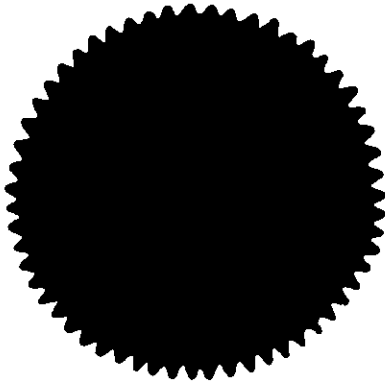
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Amendment of the "TRIAD EQUIPMENT CO.", as received and filed in this
office the seventh day of July, A.D. 1980, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ ^{fourteenth} *day*
of _____ ^{July} *in the year of our Lord*
one thousand nine hundred and _____ ^{eighty-one.}



A handwritten signature in cursive script, reading "Glenn C. Kenton".

Glenn C. Kenton, Secretary of State

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~~ ^{the purpose} submits the following statement:

1. The name of the corporation is John Massman Contracting Co.
2. *The name which it shall use in Idaho is John Massman Contracting Co.
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is November 3, 1952 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 10th Street, Wilmington, Delaware 19801
6. The street address of its proposed registered office in Idaho is 306 N. 6th Street, Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is C. T. Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To engage in the general and railroad construction business and all other purposes which a corporation may legally pursue in Idaho.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>John T. Massman</u>	<u>Director, Pres., Treas.</u>	<u>521 E. 63rd St., K.C., MO 64110</u>
<u>Henry J. Cermak</u>	<u>Director, Exec. V.-Pres.</u>	<u>521 E. 63rd St., K.C., MO 64110</u>
<u>Robert I. Donnellan</u>	<u>Director, Secretary</u>	<u>1006 Grand Ave., K.C., MO 64106</u>
<u>Steve L. Caverhill</u>	<u>Vice-Pres.</u>	<u>521 E. 63rd St., K.C., MO 64110</u>

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>2,500</u>	<u>Common</u>	<u>\$2.00</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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
2,500	Common	\$2.00

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 July 2, 19 81.

JOHN MASSMAN CONTRACTING COMPANY

By

John Massman

Its _____ President

and

Robert I. Donnellan

Its _____ Secretary

STATE OF Missouri)
COUNTY OF Jackson) ss:

I, Ruth L. Crews, a notary public, do hereby certify that on this Second day of July, 19 81, personally appeared before me Robert I. Donnellan, who being by me first duly sworn, declared that he is the Secretary of John Massman Contracting Co.

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

RUTH L. CREWS
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Oct. 15, 1981

Ruth L. Crews
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.

JUL 20 1912
CERTIFICATE OF INCORPORATION
SECTION OF STATE
OF

TRIAD EQUIPMENT CO.

FIRST. The name of the corporation is

TRIAD EQUIPMENT CO.

SECOND. Its principal office in the State of Delaware is located at No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name and address of its resident agent is The Corporation Trust Company, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To own, hold, acquire, construct, purchase, repair, equip, let out on hire, hire, charter, buy, sell, lease, mortgage, pledge, hypothecate, operate, maintain, and use in any way, ships, boats, vessels, yachts, tugs, barges, tow boats, scows, tenders, lighters, derricks, diving and submarine apparatus, dredges, and water crafts and floating equipment of any kind, class, sort or description whatsoever, together with any and all equipment and furnishing thereof, and any parts thereunto appertaining, and also all engines, boilers, tackle, furniture, equipment, apparatus, materials, articles, tools, machinery and appliances entering into or suitable and convenient for, the construction, use or operation thereof.

To operate dry docks, machine shops, ship repair plants and other conveniences for building, repairing and drydocking ships, barges and other watercraft, and engines, boilers, machinery, tackle, appurtenances, apparatus and equipment of any and every character.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will,

rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To loan to any person, firm or corporation any of its surplus funds, either with or without security.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the General Corporation Law of the State of Delaware, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is two thousand five hundred (2,500) and the par value of each of such shares is Two Dollars (\$2.00) amounting in the aggregate to Five Thousand Dollars (\$5,000.00)

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number

of directors to be elected, and he may cast all such votes for a single director or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

FIFTH. The minimum amount of capital with which the corporation will commence business is One Thousand Dollars (\$1,000.00).

SIXTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
L. E. Gray	Wilmington, Delaware
S. M. Brown	Wilmington, Delaware
A. D. Atwell	Townsend, Delaware

SEVENTH. The corporation is to have perpetual existence.

EIGHTH. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

NINTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.

To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more

of the directors of the corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

TENTH. Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 3883 of the Revised Code of 1915 of said State, or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 43 of the General Corporation Law of the State of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said Court

directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the Court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ELEVENTH. Each and all of the officers, directors and stockholders of the corporation, and firms, ventures or associations in which one or more of the officers, directors or stockholders thereof shall be interested, may compete with the corporation as if not an officer, director or stockholder therein.

If the corporation enters into contracts or transacts business with one or more of its officers, directors or stockholders, or with any firm, venture or association of which one or more of its officers, directors or stockholders are members, or with any firm or association of which one or more of its officers, directors or stockholders are members, officers, directors or stockholders, or have an interest, such contracts and transactions nevertheless shall be valid and operative according to their terms and shall not be invalidated or in any way affected by the fact that any officer,


director or stockholder of the corporation, or any firm, venture or association in which he may be interested, has or might have an interest in any such contract or transaction adverse to the interest of the corporation; provided that such contract or transaction is entered into in good faith and is authorized or ratified by the board of directors or stockholders of the corporation.

TWELFTH. Meetings of stockholders may be held outside the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Elections of directors need not be by ballot unless the by-laws of the corporation shall so provide.

THIRTEENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 3rd day of November , A. D. 1952.

L. E. Gray
AmBrose
A. M. Atwell



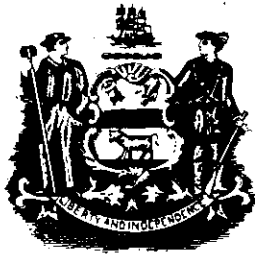
STATE OF DELAWARE)
COUNTY OF NEW CASTLE) ss.:

BE IT REMEMBERED that on this 3rd day of
November, A. D. 1952, personally came before me, a
Notary Public for the State of Delaware, L. E. Gray,
S. M. Brown and A. D. Atwell,

all of the parties to the foregoing certificate of incorporation, known to me personally to be such, and severally acknowledged the said certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day
and year aforesaid.

M. Ruth M. [illegible]
Notary Public



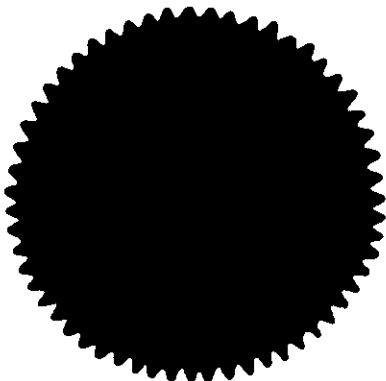
State of DELAWARE

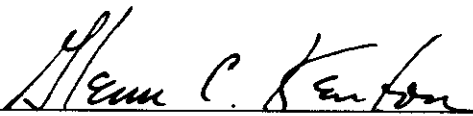


Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "TRIAD EQUIPMENT CO.", as received and filed
in this office the third day of November, A.D. 1952, at 11 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this _____ *fourteenth* *day*
of _____ *July* *in the year of our Lord*
one thousand nine hundred and _____ *eighty-one.*




Glenn C. Kenton, Secretary of State

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

JUN 20 10 12 AM '01

TRIAD EQUIPMENT CO., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by action by unanimous consent in lieu of a meeting the Board of Directors of Triad Equipment Co. duly adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declared said amendment to be advisable and directed that the amendment be submitted to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article FIRST of the Certificate of Incorporation of this corporation be amended so as to read, as amended, as follows:

FIRST. The name of the corporation is
JOHN MASSMAN CONTRACTING CO.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, all of the stockholders of said corporation, pursuant to Section 228 of the General Corporation Law of the State of Delaware, consented in writing to the adoption of said amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said TRIAD EQUIPMENT CO. has caused its corporate seal to be hereunto affixed and this certificate to be

