



Department of State.

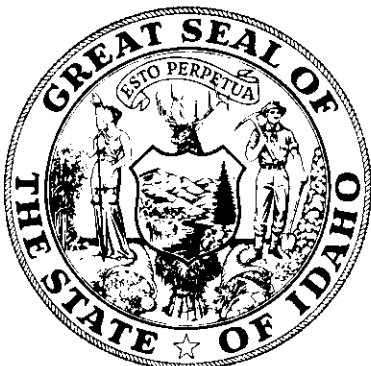
**CERTIFICATE OF AUTHORITY
OF**

SAM W. McCLESKEY CONSTRUCTION CO., INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of SAM W. McCLESKEY 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 SAM W. McCLESKEY CONSTRUCTION CO., INC. to transact business in this State under the name SAM W. McCLESKEY CONSTRUCTION CO., INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated December 3, 19 79



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

12/3/79 9:18

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 SAM W. McCLESKEY CONSTRUCTION CO., INC.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Louisiana

4. The date of its incorporation is January 3, 1961 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 6244 Crooked Creek Rd., Norcross, Georgia 30092

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:

General contracting of non residential building construction on
a contract basis and construction management on fee basis.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Sam W. McCleskey</u>	<u>Pres./Treas./Dir.</u>	<u>6244 Crooked Creek Rd.</u> <u>Norcross, Georgia 30092</u>
<u>Max C. Cannon</u>	<u>V.P./Sec./Director</u>	<u>6244 Crooked Creek Rd.</u> <u>Norcross, Georgia 30092</u>
<u>Arden K. McCleskey</u>	<u>Director</u>	<u>6244 Crooked Creek Rd.</u> <u>Norcross, Georgia 30092</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>4,000</u>	<u>Common</u>	<u>\$10.00 par value</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
3,590	Common	\$10.00 par value

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 9 October, 19 79.

SAM W. McCLESKEY CONSTRUCTION CO., INC.

By

Sam W. McCleskey
Sam W. McCleskey
Its _____ President

and

Max C. Cannon
Max C. Cannon
Its _____ Secretary

STATE OF GEORGIA)
) ss:
COUNTY OF WINNETT)

I, Donald A. Wurtz, a notary public, do hereby certify that on this 9th day of October, 19 79, personally appeared before me Sam W. McCleskey, who being by me first duly sworn, declared that he is the President of SAM W. McCLESKEY CONSTRUCTION CO., INC.

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

Donald A. Wurtz

Notary Public

Notary Public, Georgia State at Large
My Commission Expires 7/25/83

*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.

UNITED STATES OF AMERICA

State of Louisiana



Paul J. Hardy
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that

the annexed and following is a True and Correct copy of the Articles
of Incorporation, Merger and Notice of Change (R.S. 1950, 12:104) of

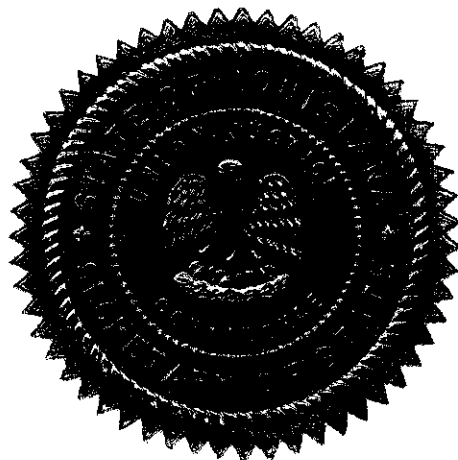
SAM W. McCLESKEY CONSTRUCTION CO., INC.,

A Louisiana corporation domiciled at New Orleans,

As shown by comparison with documents filed and recorded in this Office.

*In testimony whereof, I have hereunto set
my hand and caused the Seal of my Office
to be affixed at the City of Baton Rouge on,
November 7, 1979.*

Paul J. Hardy
Secretary of State



253-75

ARTICLES	*	UNITED STATES OF AMERICA
OF	*	
INCORPORATION	*	STATE OF LOUISIANA
OF	*	
SAN W. McCLUREY CONSTRUCTION CO., INC.	*	PARISH OF ORLEANS
*****	*	

BE IT KNOWN, That on this THIRD (3rd) day of JANUARY, in the year of Our Lord one thousand nine hundred and SIXTY-ONE, and of the Independence of the United States of America, the one hundred and eighty-fifth.

BEFORE ME, THOMAS H. KENNEDY, JR., a Notary Public, duly commissioned and qualified in and for the State and Parish aforesaid, therein residing, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the several persons whose names are hereunto subscribed, who declared that, availing themselves of the benefits and provisions of the Constitution and laws of Louisiana, and particularly R.S. 12:1 to 71, inclusive, as amended, they do, by these presents, contract, agree, bind and obligate themselves to form, organize and constitute themselves, as well as all such other persons who may hereafter join or become associated with them or their successors, into a business corporation, for the objects and purposes and under the conditions, covenants, stipulations and agreements of the articles following, to-wit:

ARTICLE I

The name and title of this corporation shall be:

SAN W. McCLUREY CONSTRUCTION CO., INC.,

and, under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate

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existence and succession for a period of ninety-nine (99) years from and after the date of this act, during which time it shall have and possess all the powers, rights, privileges, and immunities which corporations are and may hereafter be authorized to have and possess under the Constitution and the laws of Louisiana, and particularly R.S. 17:1 to 71, inclusive, as amended.

ARTICLE II

The registered office of this corporation shall be:

7027 Maple Street, New Orleans 18, Louisiana

Its resident agents for the service of process, and their post office addresses are:

Thomas H. Kingmill, Jr.
713 American Bank Building
New Orleans 12, Louisiana

William B. Hagen, Jr.
1007 Nelson Bingham Building
New Orleans 16, Louisiana

ARTICLE III

The objects and purposes for which this corporation is formed and the nature of the business to be carried on by it are hereby declared to be as follows, to-wit:

1. To engage in business as a building contractor in this state and elsewhere; to build, erect, construct, repair, remodel and renovate buildings and structures of all kinds and of all materials; to construct and build mausoleums or other suitable structures suitable for the burial therein of human remains.

2. To purchase, acquire, construct, lease, maintain, and operate in this state and elsewhere factories, plants, machinery, equipment, supplies, warehouses and any and all necessary appurtenances and equipment necessary therefor, to purchase or otherwise acquire and

to sell, or otherwise dispose of goods, wares, merchandise, equipment and any other property whatsoever for its own account, as agents for others, or otherwise.

3. To borrow from and loan money to any person, firm, corporation, partnership, association or organization with or without security, collateral or endorsement in any sum whatsoever as it shall see fit and not contrary to the provisions of these Articles of Incorporation and its by-laws.

4. To acquire and hold by purchase, lease or otherwise, lands, tenements and hereditaments in the United States and its territories and any other place or places where the business of this corporation may be carried on, for the proper and advantageous use of this corporation, for any amount allowed by law; to use, improve, manage, lease, mortgage, or otherwise encumber any and all of said lands, tenements or hereditaments and real property of every description, or to dispose of same or any part thereof no longer wanted for the purposes of the corporation or prosecution of its business. To construct or erect houses, buildings, plants, factories, machines and equipment of every nature, kind or description. To borrow and loan money for the purposes of the corporation's business and to secure the retention thereof in such manner as in the opinion of the Board of Directors may be most advantageous, and to that end, if necessary, to mortgage or otherwise pledge and encumber all or any part of the property of the corporation, including its undertaking franchises and its franchise to be a corporation, and to issue and deposit securities which the corporation has the power to issue by the way of mortgage or otherwise.

5. To purchase, acquire, receive, hold, pawn, mortgage, pledge, hypothecate, sell and dispose of stocks, bonds, mortgages, debentures, notes and other security or evidence of indebtedness of any firm, association, individual or corporation, or of any state, parish,

county, ward, drainage or sub-drainage district, or any political subdivision in the State of Louisiana, or elsewhere.

6. To carry on any other business which under the law it may be entitled to carry on which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business or businesses, or any part thereof, or in the transaction of any other lawful business that may be calculated directly or indirectly to enhance the value or to render profitable any of the corporation's properties and rights, and generally to hold and exercise all such incidental powers and privileges as relate to the objects and purposes heretofore set forth, or as may be necessary, useful or convenient for effecting said objects and purposes.

The foregoing shall be construed both as objects and powers, but the enumeration thereof shall not be held to limit or restrict in any manner the powers and privileges conferred on this corporation by the Constitution and Laws of Louisiana.

ARTICLE IV

The total authorized number of shares of this corporation is Forty Thousand (4,000) shares of capital stock with a par value of Ten and 00/100 (.10.00) Dollars per share. The stock of this corporation shall be issued only for cash or for property or services actually performed. The Board of Directors shall fix the terms and conditions of sale and the time for the payment of all stock sold.

All voting rights at stockholders' meetings are vested in the holders of shares of the stock of this corporation and each stockholder shall be entitled to one vote either in person or by proxy for each share of stock standing in his name on the books of the corporation. The stockholders shall have the right of cumulative voting

in the election of the Directors. The right to vote by proxy is hereby irrevocably vested in each and every stockholder. 100

The said stock of this corporation shall be fully paid and non-assessable when issued, shall be represented by certificates and shall be personal property. No transfer of the said stock shall be binding upon this corporation unless said transfer is made in accordance with this charter and the by-laws of this corporation and recorded in the books thereof.

ARTICLE V

No shareholder may sell any stock of this corporation without first offering it to this corporation on the basis of the same price and terms as may have been offered to the shareholder in a bona fide, written offer acceptable to the shareholder. Said offer to the corporation must be in writing, accompanied by a signed copy of the said bona fide offer, and the corporation shall have the right, within thirty (30) days after receipt of such offer, to accept same by written notice to the shareholder, after which time without such acceptance, the shareholder may conclude the specific sale concerning which the said offer was made.

No sale of any of the stock of this corporation shall be valid and binding until and unless opportunity to purchase such shares has been given to this corporation in the manner in this article provided; and, this right, so vested in this corporation, shall follow any of the stock of this corporation so sold without such opportunity being given into any hands into which it may pass. Such right may be exercised against the holder(s) of such stock up to thirty (30) days after such shares are tendered for transfer on the books of this corporation, and no transfer of any such shares shall be made on the books of this corporation without the written consent of all of the other record holders of stock of this corporation, during the pendency of said thirty (30) day period.

The right vested in this corporation to purchase the stock of any shareholder of this corporation desiring to sell any stock of this corporation may be waived, in writing, by all of the other shareholders of this corporation at any time.

ARTICLE VI

The business and affairs of this corporation shall be managed, and all the corporate powers thereof shall be vested in and exercised by, a Board of Directors, composed of not less than three nor more than seven persons who need not be shareholders unless and until otherwise provided by the by-laws of this corporation. A majority of said board shall constitute a quorum at any meeting thereof, and at all board meetings, general and special, a majority of those present, when there is a quorum, shall have the right to take corporate action.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualifications, classifications or terms of office, and fix or increase their compensation, subject to the powers of the shareholders to change or repeal the by-laws so made.

Unless or until otherwise provided in the by-laws, the Directors shall hold office until their successors have been duly elected and qualified, and the number, qualification, classification, terms of office, manner of election, time and places of meetings and powers and duties of the Directors shall be as from time to time fixed by the by-laws.

Any vacancy occurring on the Board of Directors shall be filled by the remaining members of the said Board for the unexpired term at any meeting of the Board of Directors. Any Director absent from a meeting may be represented by any other Director or shareholder, who may cast the vote of the absent Director, according to the written instructions, general or special of said absent Director filed with the Secretary.

The general annual meeting of the stockholders for the election of Directors shall be held at the registered office of the corporation and shall take place on the third (3rd) Tuesday in January of each year, beginning with the year 1961 or the first day thereafter when such day is a legal holiday, unless or until otherwise provided by the by-laws.

The failure from any cause whatsoever to hold the annual meeting of the stockholders or the failure to elect Directors thereat, shall not dissolve this corporation but the Directors and officers then in office shall remain in office until their successors have been duly qualified and installed.

ARTICLE VII

All the stockholders' meetings, general or special, shall be held in accordance with the laws of the State of Louisiana unless changed by the provisions of the charter or by-laws of this corporation, and at all stockholders' meetings a majority of the stock, whether present or represented by proxy, shall constitute a quorum. All stockholders may vote at all stockholders' meetings either in person or by his agent duly authorized in writing to appear and act for him.

ARTICLE VIII

The amount of paid-in capital with which this corporation may begin business is hereby fixed at ONE THOUSAND AND 00/100 (\$1,000.00) DOLLARS, which amount, upon the execution of these Articles of Incorporation, has been paid in cash.

ARTICLE IX

The name and post office address of each of the incorporators and a statement of the number of shares subscribed for by each are as follows:

Sam W. McCloskey
1323 Mason Smith Avenue
Metairie, Louisiana 90 shares

Mr. Arden E. McCloskey
1323 Mason Smith Avenue
Metairie, Louisiana 1 share

Paul J. Furita
6009 Calcasieu Street
New Orleans 20, Louisiana 1 share

ARTICLE X

This corporation claims and shall have the benefit of the provisions of R.S. 12:63.

ARTICLE XI

The Board of Directors may make and alter by-laws subject to the power of the shareholders to change or repeal the by-laws so made.

ARTICLE XII

This charter may be amended and the capital of this corporation may be increased or decreased, or this corporation may be dissolved, in the method and manner provided by law.

ARTICLE XIII

No stockholder of this corporation shall ever be held liable or responsible for the contracts or faults of this corporation in any further sum than the unpaid balance of the stock for which he has subscribed, nor shall any mere informality in organization have the effect of rendering this charter null or of exposing stockholders to any liability other than as above provided.

THIS DONE AND PASSED in my office in New Orleans,
Louisiana, on the day, month and year herein first above written, in

the presence of 4 to undersigned, competent witnesses, who have
sign their names with the said apparatus and me, Notary, after read-
ing of the whole.

ORIGINAL SIGNED:

WITNESSES:

Sam W. McCleskey
~~Sam W. McCleskey~~

Gerald S. Quinlan

Mrs. Arden K. McCleskey
~~Mrs. Arden K. McCleskey~~

Sue B. Gilchrist

Paul J. Ferlita
~~Paul J. Ferlita~~

Thomas H. Kinsmill, Jr.
~~Thomas H. Kinsmill, Jr.~~
NOTARY PUBLIC

STATE OF LOUISIANA
PARISH OF ORLEANS

I HEREBY CERTIFY that the above and foregoing is a true
and correct copy of the original act as the same now appears on
file and of record in my office.

Given under my hand and seal of office at New Orleans,
Parish of Orleans, Louisiana, on this 3rd day of June,
A. D. 19 64.

Thomas H. Kinsmill, Jr.
NOTARY PUBLIC

Form 100-224

JAN-3-61 50504

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F. J. DEMAREST, SR.

Mortgage Office

Recorder of Mortgages for the Parish of Orleans

OFFICE

Poydras and Loyola Streets

NEW ORLEANS, LA., Jan, 3, 19 60

I, the undersigned Recorder of Mortgages, in and for the Parish of Orleans, State of Louisiana,
do hereby certify that the above and foregoing Act of Incorporation of the

SAM W. MCCLESKEY CONSTRUCTION CO., INC.

was this day duly recorded in my office in Book No. 1991 Folio ----

New Orleans, Jan, 3, 19 60

@ 3:25 PM

J. E. Hagen
By

Recorder of Mortgages

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267-716
THIS AGREEMENT, dated as of the 30TH day of
JUNE, 1964, between SAM W. McCLESKEY CON-

STRUCTION CO., INC. (hereinafter sometimes referred to as
"McCleskey") and all of its directors, and MAUSOLEUM DESIGNERS,
INC. (hereinafter sometimes referred to as "Mausoleum") and all
of its directors.

W I T N E S S E T H:

WHEREAS, "McCleskey" and "Mausoleum" are corpora-
tions organized under the laws of the State of Louisiana, each having
its registered office in the Parish of Orleans, State of Louisiana, and

WHEREAS, "McCleskey" and "Mausoleum" are both en-
gaged in similar businesses; and

WHEREAS, a joint and combined operation can achieve
economies and efficiencies, which will reduce administrative and other
costs, and will produce other advantages financially; and

WHEREAS, the parties hereto desire that "McCleskey"
and "Mausoleum" be merged into "McCleskey"; and

WHEREAS, the parties desire that "McCleskey" alone con-
tinue the businesses as the surviving corporation without any change
whatsoever in stock ownership, officers or directors; and

WHEREAS, The Board of Directors of "McCleskey" and
"Mausoleum" deem it advisable for the general welfare and advantage of
said corporations and their respective stockholders that "Mausoleum"
merge into "McCleskey":

NOW, THEREFORE, in consideration of the premises and
of the mutual premises and covenants herein contained, it is hereby

agreed between the parties hereto, acting in pursuance to the provisions of the Business Corporations Law (Title 12, Chapter 1, Louisiana, Revised Statutes of 1950), that "Mausoleum" shall be merged into "McCleskey" as a single corporation (hereinafter referred to as the "Corporation"), and the parties hereto hereby agree to and prescribe the terms and conditions of such merger, the mode of carrying the same into effect and the manner of disposition of the shares of stock of "Mausoleum", with other details and provisions deemed necessary.

I.

Mausoleum Designers, Inc. shall be merged into Sam W. McCleskey Construction Co., Inc. and the corporate existence of "Mausoleum" shall cease and the corporate existence of "McCleskey" shall continue under the name of

SAM W. McCLESKEY CONSTRUCTION CO., INC.

II.

Except as herein otherwise specifically set forth, the identity, existence, powers, franchises, licenses, rights and immunities of "McCleskey" shall continue unaffected and unimpaired by the merger and the purposes, powers, franchises, rights and immunities of "Mausoleum" shall be merged into "McCleskey" and "McCleskey" shall be fully vested therewith and authorized to carry on the businesses under the new name, SAM W. McCLESKEY CONSTRUCTION CO., INC.

III.

The outstanding certificates of stock of "Mausoleum" shall be surrendered by the shareholders thereof and cancelled. As the

owners of the capital stock of both corporations are the same individuals and, on the effective date of this merger, will own such stock in the same proportions of the total such stock then outstanding of both corporations, it is deemed unnecessary to the consummation of this merger to issue additional shares of capital stock of "McCleskey" in exchange for the surrender of shares of "Mausoleum", for the reason that, as common stockholders of "McCleskey", their stock after merger will represent the same ownership as it would if they acquired additional shares of "McCleskey" in exchange for the surrender of their shares of "Mausoleum". The present stock ownership of "McCleskey" shall in no way be affected by this agreement.

IV.

The registered office of the surviving corporation shall remain the same, as shall the registered agents.

V.

This agreement shall be submitted to the respective stockholders of "Mausoleum" and "McCleskey" as provided by law, and upon the adoption thereof by the required majority of the votes of the shareholders of "McCleskey" and "Mausoleum" such facts shall be properly certified as the agreement by the respective secretaries of "McCleskey" and "Mausoleum" and the agreement so adopted and certified shall be signed by the presidents or vice presidents and secretaries of "McCleskey" and "Mausoleum" and acknowledged by the presidents or vice presidents of said corporation. The agreement so adopted, certified and acknowledged shall be filed and recorded as provided in R.S. 12:48 and the merger

shall become effective when this joint agreement has been properly filed for record in the office of the Recorder of Mortgages of Orleans Parish, Louisiana.

VI.

On the effective date of this agreement, the surviving corporation shall, without other transfer, succeed to and possess all the rights, capacity, privileges, powers, franchises and immunities, as well of public or private nature, and be subject to all the restrictions, disabilities, liabilities, obligations and duties of "McCleskey" and "Mausoleum", and all and singular the rights, privileges, powers, franchises and immunities of such said corporation, and all property, movable, immovable or mixed, and all debts, obligations and liabilities due to either corporation on whatever account, shall be vested in the surviving corporation; and thereafter all property, rights, privileges, powers, franchises and immunities, and all and every other interest shall be as effectually the property of the surviving corporation as they were of "McCleskey" and "Mausoleum", provided all debts, liabilities and duties of "McCleskey" and "Mausoleum" shall thenceforth attach to the surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

VII.

The surviving corporation shall pay all the expenses of carrying the agreement into effect and of accomplishing the merger.

VIII.

For the convenience of the parties, any number of counterparts of this agreement may be executed, and each such executed counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, this joint agreement of merger has been signed by all of the directors of Sam W. McCleskey Construction Co., Inc. and Mausoleum Designers, Inc. as of the day and year first above written.

Arden K. McCleskey
Director

Sam W. McCleskey
Director

Director

STATE OF LOUISIANA

PARISH OF ORLEANS

The undersigned Secretaries of Sam W. McCleskey Construction Co., Inc. and Mausoleum Designers, Inc., corporations described in and mentioned in the foregoing instrument, do hereby certify that all of the stockholders of the said corporations have approved the adoption of the aforesaid agreement by virtue of the execution of instruments of unanimous consent in accordance with the provisions of R.S. 12:64.

IN WITNESS WHEREOF, we have hereto affixed our signatures this 30TH day of JUNE, 1964.

Arden K. McCleskey
Secretary of Sam W. McCleskey
Construction Co., Inc.

Mal C. Cannon
Secretary of Mausoleum
Designers, Inc.

*In accordance with the provisions of R.S. 12:48B, we,
respectively, the Presidents and Secretaries of Sam W. McCleskey
Construction Co., Inc. and Mausoleum Designers, Inc. have hereunto
affixed our signatures this 30TH day of JUNE,
1964.*

Sam W. McCleskey

President of Sam W. McCleskey
Construction Co., Inc.

Sam W. McCleskey

President of Mausoleum Designers,
Inc.

Gordon K. McCleskey

Secretary of Sam W. McCleskey
Construction Co., Inc.

Mark L. Cannon

Secretary of Mausoleum Designers,
Inc.

STATE OF LOUISIANA

PARISH OF ORLEANS

BE IT KNOWN, That on this 7TH day of JULY,
1964, before me, THOMAS H. KINGSMILL, JR., the undersigned
authority, duly commissioned and qualified in and for the State and
Parish aforesaid, personally came and appeared:

SAM W. McCLESKEY,

to me, Notary, personally known to be the President of Sam W. McCleskey
Construction Co., Inc. and Mausoleum Designers, Inc., whose name is
subscribed to the foregoing instrument as the President of the said corpo-
rations, and who declared and acknowledged to me, Notary, in the
presence of the undersigned competent witnesses that he executed and
signed the above and foregoing instrument of merger as his free act and
deed and as the free acts and deeds of the said corporations which he
serves as President.

WITNESSES:

Joe R. Hicant Sam W. McCleskey
SAM W. McCLESKEY

Madeline De Lattre

THOMAS H. KINGSMILL, JR.
NOTARY PUBLIC

LOUISIANA
CERTIFICATE OF LOCATION OF REGISTERED OFFICE
AND
DESIGNATION OF REGISTERED AGENT
OF

Sam W. McCleskey Construction Co., Inc.

SAM W. MCCLESKEY CONSTRUCTION CO., INC. , a Louisiana corporation,
in order to change its registered agent and the location of its registered
office hereby certifies, in compliance with R.S. 12:104, La. Rev. Stats.,
1950:

(1) The location and post office address of the registered office of
this corporation is 1300 Hibernia Building, New Orleans, Louisiana 70112.

(2) The full name and post office address of its registered agent,
upon whom legal process or other notices or demands, required or permitted
to be made on the corporation, may be served, is: C T CORPORATION SYSTEM,
1300 Hibernia Building, New Orleans, Louisiana 70112.

IN TESTIMONY WHEREOF, Sam W. McCleskey Construction Co., Inc.
in accordance with a resolution of its board of directors duly adopted
has caused this certificate to be executed on its behalf by its
PRESIDENT this 14TH day of MAY,
(President, Vice-President or Secretary)
1959.

Sam W. McCleskey Construction Co., Inc.
By Sam W. McCleskey
(Title) President
(President, Vice-President
or Secretary)