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STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

Perma-Rail International, Inc.

We, the undersigned natural persons, acting as incorporators of a corporation under the Business Corporations Act of Idaho, adopt the following Articles of Incorporation for such corporation;

I

The name of this corporation is Perma-Rail International, Inc., and its principal place of business, or registered office, shall be at 1060 Center Avenue, Idaho Falls, ID 83402. The registered agent of the corporation is Chris S. Hayes, whose registered office address is 2202 South Bellin Road, Idaho Falls, ID 83402.

II

The corporation is to have perpetual existence.

III

The purpose or purposes for which the corporation is organized is to engage in and do any lawful act concerning any or all lawful businesses for which corporations may be organized under the Business Corporations Act of the State of Idaho.

IV

The corporation shall have the authority to issue a total of fifty thousand (50,000) shares of capital stock. Each share shall be common stock, having a par value of one and no/100 (\$1.00) dollars. All shares of capital stock shall be fully paid stock and not liable to any call or assessment.

V

This corporation shall not commence business until a consideration or value of at least \$1,000 has been received for the issuance of shares.

1 IDAHO SECRETARY OF STATE
CK: 2989 CI: 123613 BH: 278467

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VI

The name and address for the incorporator is as follows:

Neil Clifford
1060 Center Avenue
Idaho Falls, ID 83402

VII

The Director constituting the original Board of Directors is:

Neil Clifford
1060 Center Avenue
Idaho Falls, ID 83402

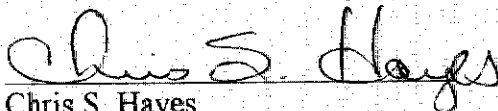
The original officers are:

Neil Clifford, President\Secretary\Treasurer

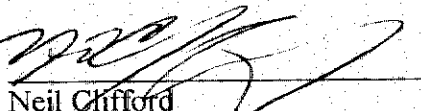
The officers shall hold office until the first annual meeting of the shareholders, or until their successors are elected and qualified. The number of Directors and Officers of the corporation may be changed or increased from time to time except at no time shall the number of Directors be less than one (1).

ACCEPTANCE AND VERIFICATION OF REGISTERED AGENT

Neil Clifford, as the initial Registered Agent for Perma-Rail International, Inc., an Idaho corporation, does hereby accept the appointment of Registered for said company.


Chris S. Hayes

IN WITNESS WHEREOF, we have hereunto set our hands this 29th Day of November, 1999.


Neil Clifford