

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

M & D CONTRACTORS, INC.

File number C 107209

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: August 3, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Seibel*

ARTICLES OF INCORPORATION
OF

M & D Contractors, Inc.

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

I

The name of this corporation is M & D Contractors, Inc. and its principal place of business shall be at Pocatello, Idaho. The registered agent of the corporation is Robert W. Millward, whose address is 305 North Land Street, Pocatello, Idaho 83201.

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.



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

IV

The names and addresses of each incorporator are as follows:

Robert W. Millward	305 North Land St., Pocatello, ID 83201
Darin R. Davis	96 Mountain Drive, Pocatello, ID 83204

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VII

The Directors constituting the original Board of Directors are:

Robert W. Millward
Darin R. Davis
Tara R. Millward
Kimberly S. Davis

The original officers are:

Robert W. Millward, President
Darin R. Davis, Vice President
Tara R. Millward, Secretary
Kimberly S. Davis, Treasurer

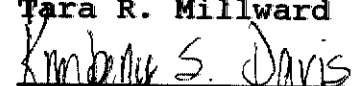
The officers shall hold office until the first annual meeting of the shareholders, or until their successors are elected and qualified. The number of Directors and Officers of the corporation may be changed or increased from time to time except at no time shall the number of Directors be less than three.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th
Day of July, 1994.


Registered Agent/Robert W. Millward


Darin R. Davis


Tara R. Millward

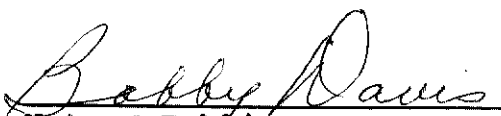

Kimberly S. Davis

IDAHO
STATE OF ~~UTAH~~)
Bannock (ss.
County of Cache)

On this 30th day of July, 1994, personally appeared before me Robert W. Millward, Darin R. Davis, Tara R. Millward and Kimberly S. Davis, who being first duly sworn, did say that they are the persons who signed the above document and that the statements contained therein are true, and they duly acknowledged to me that they executed the same.

IN WITNESS HEREOF, I have hereunto set my hand and affixed my seal the day and year above written.

Seal


Notary Public
Residing at Pocatello Idaho
Commission Expires 10-12-99