



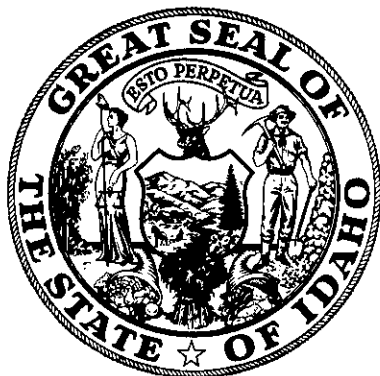
**CERTIFICATE OF INCORPORATION
OF**

SIMPAC, INC.

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: **April 26, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION

OF

SIMPAC, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation shall be SIMPAC, INC.

ARTICLE II.

The period of duration of the Corporation is perpetual.

ARTICLE III.

The purpose and objectives for which the Corporation is formed are:

A. To engage in the business of commercial construction and the bidding of commercial contracts.

B. To enter into contracts, obligations of any kind or kinds essential, necessary or proper to the transaction of its ordinary affairs or for the purpose of the Corporation.

C. To appoint and employ agents, sub-agents and specialists of every name, kind and nature and to enter into all necessary contracts with said agents, sub-agents, or specialists.

D. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, and to engage in any other lawful business or activity.

ARTICLE IV.

The address of the Corporation's initial registered office in the State of Idaho is 2380 Gallatin Avenue, Idaho Falls, Idaho, 83401, and the name of the registered agent is Wayne W. Simpson.

ARTICLE V.

The amount of authorized capital stock of this corporation shall be divided into TWO HUNDRED THOUSAND (200,000) shares of common stock of the par value of \$1.00 per share. Before any of the capital stock of this corporation may be sold or transferred by any of its members or shareholders, the corporation itself must be given a thirty (30) day option to repurchase the stock; provided, however, that should the corporation desire not to purchase any stock to be sold or transferred, the remaining shareholders and members of the corporation shall be given a thirty (30) day option to repurchase said stock after receiving notice, in writing, that the corporation will not repurchase said stock itself. The capital stock of the corporation may be exchanged by the corporation through the Board of Directors for stock in other corporations.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors is one (1) and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until his successor can be elected and qualify

is Wayne W Simpson, 1480 Merrett Drive, Idaho Falls, Idaho 83401.

The Director or Directors shall be elected at the annual meeting of the stockholders, which will be held annually at a time and place specified by the shareholders, and after proper legal notice, or at such other time and place as the shareholders may so designate.

ARTICLE VII.

The name and address of the initial incorporator is Wayne W. Simpson, 1480 Merrett Drive, Idaho Falls, Idaho 83401.

ARTICLE VIII.

The management of this corporation shall be vested in a Board of Director(s) of not less than one (1) but not more than nine (9) as may be fixed by the Bylaws.

ARTICLE IX.

The power to repeal and amend Bylaws and adopt new Bylaws is hereby conferred upon the Director(s) as well as the shareholders, as may be fixed by the Bylaws.

ARTICLE X.

No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be effected or invalidated by the fact that any of the director(s) of the corporation are pecuniarily or otherwise interested in

any contract or transaction of the corporation, provided, that the fact that he or such firm of interest shall be disclosed or shall have been disclosed to the Board of Directors, or majority thereof; and any Director of the corporation whose is also a Director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum of a meeting of the Board of Directors of the corporation which shall authorize such contract or transaction, with like force and effect as if they were not such director or officer of such corporation, or were not so interested.

IN WITNESS WHEREOF, I hereunto set my hand and seal and executed in duplicate, this document on the 24 day of April, 1985.


Wayne W. Simpson

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 24th day of April, 1985, before me, the undersigned, a Notary Public in and for the State of Idaho, personally appeared Wayne W. Simpson, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set forth my hand and affixed my official seal the day and year in this certificate

first above written.

Leslie C. Harper
Notary Public
Residing at Idaho Falls, Idaho
My Commission Expire: 1988