



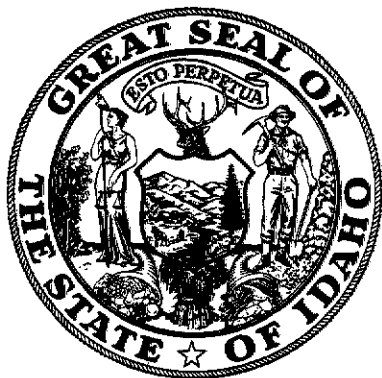
**CERTIFICATE OF INCORPORATION
OF**

GEM ENGINEERING, 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: September 18, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra Mautner*

ARTICLES OF INCORPORATION
OF
GEM ENGINEERING, INC.

37 SEP 16 8 54 10 05
KNOW ALL MEN BY THESE PRESENTS, That the under-
signed, acting as incorporator of a corporation under
the Idaho Business Corporation Act adopt the following
Articles of Incorporation for such corporation:

I.

The name of said corporation shall be Gem
Engineering, Inc..

II.

The duration of the corporation shall be perpetual.

III.

The initial registered office of the corporation
shall be at 386 Fairway Drive, Pocatello, Idaho 83201
and the name of its initial registered agent at such
address is Anant Gokhale.

IV.

The authorized capital stock of the corporation
shall be Fifty Thousand Dollars, (\$50,000), divided into
Fifty Thousand (50,000) shares of common stock of the
par value of One Dollar (\$1.00) a share. All of the
stock shall be of the same class, have the same powers
and voting rights and shall not be assessable for any
purpose whatsoever.

V.

All corporation powers shall be exercised by and
the business and the affairs of the corporation shall be

managed under the direction of a Board of Directors consisting of no less than Four Directors. The qualifications, the term of office, manner of electing directors, the number of directors to be elected, the time, place and manner of calling meetings, and the powers and duties of the directors shall be prescribed by the By-laws. The names and office addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and qualified are:

Anant Gokhale, 386 Fairway, Pocatello, ID
Kumud Gokhale, 386 Fairway, Pocatello, ID
Parag Gokhale, 386 Fairway, Pocatello, ID
Sanjeev Gokhale, 386 Fairway, Pocatello, ID

VI.

The purposes for which said corporation is organized are as follows:

A. To carry on the business of general professional engineering services, and all related activities.

B. To purchase, own, and sell all types of business equipment, business machines and personal property and to hypothecate same; to deal in, lease and broker leases of all types of business equipment and personal property.

C. To buy, own, sell, hypothecate, and to have the power to do each and every thing necessary to deal in real property.

D. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm

or corporation engaged in any business which this corporation is authorized to conduct and in connection therewith, to acquire the good will and all or any of the assets and to conduct or otherwise provide for all or any of such businesses.

E. To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time for the purchase of property for any purpose in or about the business of the corporation, and if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust, or otherwise.

F. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary and convenient for the business of the corporation with any person, firm, corporation, association, body politic, state or other form of government so far as and to the same extent that the same may be done and performed by corporations organized under the laws of the State of Idaho.

G. To act as employee, agent, trustee, receiver, liquidator, manager or broker or in any other capacity with respect to the establishment or promotion of corporations, associations, undertakings, businesses or enterprises of any description; to purchase, lease, own, acquire, deal in, sell, convey or assign any rights,

franchises or privileges necessary or convenient in the creation, establishment, promotion or liquidation of enterprises, businesses or undertakings.

H. To buy, sell, discount and deal in all types of securities, whether negotiable or otherwise, including, but not limited to, bills of exchange, notes, bonds, debentures, warrants and corporate stock, including the stock of this corporation; to give or receive security therefor by mortgage, pledge, or in any other fashion authorized by law.

I. To carry on a general manufacturing, wholesale, and retail merchandising business; to purchase or deal in or dispose of patents, patent rights, licenses, trademarks, tradenames, and secret devices or processes of every kind or description; to own, acquire, buy, sell, and otherwise deal in real estate of all kinds including water rights, ditches, canals, and other appurtenances to real estate.

J. To have the power to transact any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

K. To do all acts and things necessary to carry out the purposes and intent expressed in the above provisions, and each and every necessary, suitable or advisable act or thing for the accomplishment thereof.

VII.

The power to repeal and amend the By-laws and adopt new By-laws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of the directors or of the allotted shares as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-laws. The Board of Directors may from time to time distribute to its shareholders out of capital surplus of the corporation a portion of its assets in cash or in property.

VIII.

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 other corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation; any director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with

like force and effect as if he were not such director or officer of such other corporation and not so interested.

IX.

The names and addresses of each of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anant Gokhale	386 Fairway Pocatello, Idaho
Kumud Gokhale	386 Fairway Pocatello, Idaho

IN WITNESS WHEREOF, We have hereunto set our hands
this 2ND day of September, 1987.

A. Gokhale
ANANT GOKHALE

K. A. Gokhale
KUMUD GOKHALE

WITNESS:

John W. Sevier



STATE OF IDAHO

BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

842 LA CASSIA DRIVE, BOISE, IDAHO 83705

(208) 334-3860

September 16, 1987

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Sally T. Clark

Dear Ms. Clark:

Pursuant to Idaho Code 54-1235, this is to notify you that Gem Engineering, Inc. has applied for and is eligible to receive a Certificate of Authorization to practice engineering in the State of Idaho as a corporation. The Board will consider the application at its meeting scheduled for October 30 and 31, 1987.

Sincerely,

A handwritten signature in cursive script that reads "David L. Curtis".

David L. Curtis, P.E.
Executive Secretary

cc: Gem Engineering, Inc.
Green, Service, Gasser and Kerl