

FILED

JUN 23 10 59 AM '99
SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF
KENMAR DIVERSIFIED SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Idaho.

ARTICLE I NAME

The name of the corporation shall be **KENMAR DIVERSIFIED SERVICES, INC.**

ARTICLE II NATURE OF BUSINESS

The corporation is organized for the purpose of operating as a General Contractor, and further for the purpose of engaging in any and all lawful activities or business permitted under the laws of the United States, the State of Idaho, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having no par value.

ARTICLE IV TRANSFER OF STOCK

The transfer of shares of the corporation is restricted and such restriction is specified in the By-laws of the corporation.

ARTICLE V ADDRESS

The street address of the initial registered office of the corporation shall be 2869 E. Autumn Way, Meridian, Idaho 83642 and the name of the initial Registered Agent for the corporation at that address is Kenneth W. Reed.

IDAHO SECRETARY OF STATE
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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX DIRECTORS

This corporation shall have a minimum of two directors. The names and addresses of the initial Board of Directors who will serve until the first annual meeting are:

Kenneth W. Reed	2869 E. Autumn Way, Meridian, Idaho 83642
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Marty K. Camberlango	10252 W. Springdale St., Boise, Idaho 83704
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ARTICLE X INCORPORATOR

The name and address of the incorporator is: Kenneth W. Reed
2869 E. Autumn Way
Meridian, ID 83642

IN WITNESS WHEREOF, the undersigned has hereunto set his hand on this 21st day of June, 19 99.

Incorporator:

Kenneth W. Reed

STATE OF IDAHO
COUNTY OF ADA

The foregoing instrument was executed and acknowledged before me this 21st day of June, 19 99, by Casie M. Nakano

Casie M. Nakano
Notary Public

(SEAL)

State of Idaho
My Commission Expires: 8/2/2001