

State of Idaho

Department of State

CERTIFICATE OF AUTHORITY
OF
ELWIN G. SMITH, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of _____

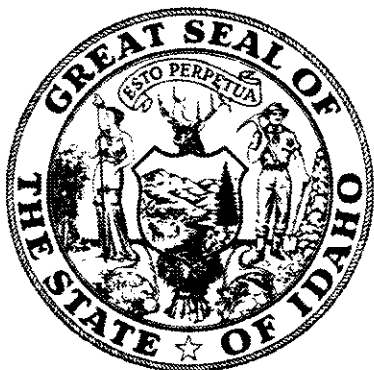
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to _____

_____ ELWIN G. SMITH, INC.
to transact business in this State under the name _____

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated June 16, 1987



Pete T. Cenarrusa
SECRETARY OF STATE

Sandra Mankus
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

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1. The name of the corporation is Elwin G. Smith Inc.
2. The name which it shall use in Idaho is _____

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 14, 1987 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. c/o John A. Haney, 5201 Indian Trail Industrial Parkway, Suite A-1, Norcross, GA 30071
7. The street address of its proposed registered office in Idaho is 300 North 6th Street, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is CT Corporation System

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Any lawful act for which corporations may be qualified including but not limited to the sale, erection and related services for nonresidential construction.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
	SEE EXHIBIT A	

(continued on reverse)

Name

Office

Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 6/10/87

Elwin G. Smith, Inc.

(Corporation Name)

By David B. Cuming
David B. Cuming Its President/ ~~Vice President~~ (please specify)

and Jared C. Horton
Jared C. Horton Its Secretary/ ~~Assistant Secretary~~ (please specify)

STATE OF New York)

) ss:

COUNTY OF New York)

I, Carol Stark, a notary public, do hereby certify that on this 10th day of June, 1987, personally appeared before me David B. Cuming, who being by me first duly sworn, declared that (s)he is the President of Elwin G. Smith, Inc.

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

CAROL STARK
Notary Public, State of New York
No. 01-0136505
Qualified in New York County
Commission Expires April 30, 1988

Carol Stark
Notary Public

EXHIBIT A

OFFICERS AND DIRECTORS

<u>Name</u>	<u>Office/Title</u>	<u>Street Address</u>	<u>Home Address</u>
David B. Cuming	President and Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	22 East 88th Street New York, NY 10028
Jared C. Horton	Vice President, Secretary and Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	32 Coachlamp Lane Greenwich, CT 06830
John E. Conway	Treasurer and Assistant Secretary	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	260 Nutswamp Road Red Bank, NJ 07701
John B. Burns, Jr.	Director	c/o Allegheny Corporation Park Avenue Plaza 50 E. 52nd Street 33rd Floor New York, NY 10055	448 West Road New Canaan, CT 06840

State of Delaware

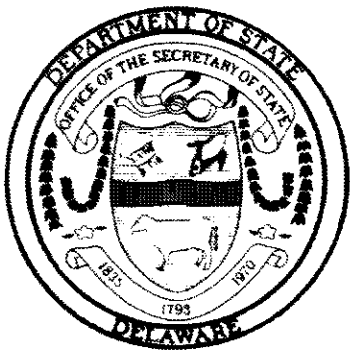
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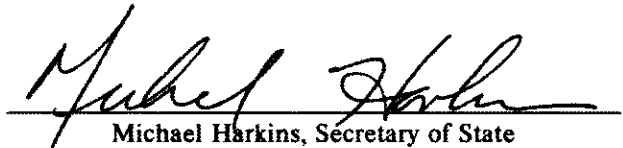
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY ELWIN G. SMITH, INC. IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: !1270713

DATE: 06/11/1987