

ARTICLES OF INCORPORATION
OF
APEX CONSULTING ENGINEERING, INC.

IDAHO SECRETARY OF STATE

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1. Name. The name of the corporation is Apex Consulting Engineering, Inc., an Idaho corporation (the "Corporation").

2. Authorized Shares. The aggregate number of shares the Corporation is authorized to issue shall be five million (5,000,000), all of which shall be common voting stock. There shall be only one class of stock authorized.

3. Registered Office and Agent. The registered office of the Corporation is 277 North 6th Street, Suite 200, Boise, Idaho 83702 and its registered agent at that address is Judson B. Montgomery.

4. Purpose. The Corporation is organized to render engineering services and other allied services in Idaho, and such other jurisdictions in which the Corporation is qualified or authorized to do so, through its officers, employees and agents who are duly licensed or otherwise authorized to render such services in such jurisdictions.

5. Initial Directors. The names and addresses of the directors serving as the Corporation's initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
James L. Mesplay	381 West Mayfair Court Boise, Idaho 83706
James Falk	4252 South Rimview Way Boise, Idaho 83716
Brad Williams	1319 North Hampton Road Boise, Idaho 83704

6. Incorporator. The name of the incorporator is Judson B. Montgomery and the incorporator's 277 North 6th Street, Suite 200, Boise, Idaho 83702.

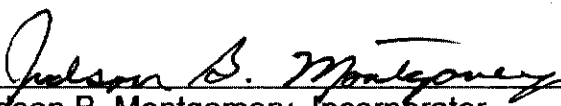
7. Voting. Each outstanding share entitled to vote shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders. Shareholders do not have the right to cumulate their votes for directors.

8. Shareholder Agreement. Pursuant to Idaho Code Section 30-1-732, the rights, duties and obligations of the Corporation's shareholders are subject to that certain Shareholder Agreement of even date herewith, by and among the Corporation and its Shareholders.

9. Indemnification. The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by the Idaho Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the existing Idaho Business Corporation Act permits prior to such amendment).

10. Limitation of Liability. No director shall be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty except liability for: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the corporation or the shareholders; (iii) an intentional violation of criminal law; or (iv) an unlawful distribution.

In witness whereof, I have subscribed these Articles of Incorporation this 15th day of September, 1999.


Judson B. Montgomery, Incorporator



STATE OF IDAHO

BOARD OF PROFESSIONAL ENGINEERS AND PROFESSIONAL LAND SURVEYORS

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705
(208) 334-3860

September 1, 1999

SECRETARY OF STATE
STATE OF IDAHO

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C/30280

Secretary of State
Statehouse Mail
Boise, Idaho 83720

Attn: Tonya Herold

Dear Ms. Herold:

Pursuant to Idaho Code 54-1235, this is to notify you that Apex Consulting Engineering, Inc., 565 West Myrtle Street, Boise, ID 83702 is eligible to receive a Certificate of Authorization to practice engineering in the State of Idaho as a corporation.

Sincerely,

Linda A. Bowcutt

Linda A. Bowcutt
Administrative Secretary

✓cc: Apex Consulting Engineering, Inc.