



CERTIFICATE OF INCORPORATION
OF

ALAN R. CHASTAINE & ASSOCIATES, INC.

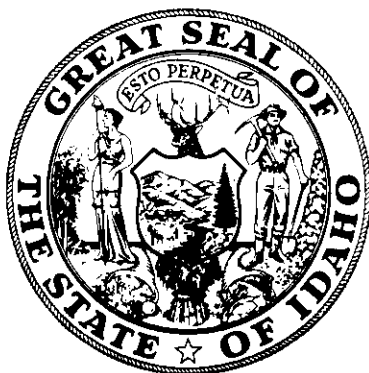
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

ALAN R. CHASTAINE & ASSOCIATES, INC.

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: DECEMBER 17, 1984



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

by: _____

46-17 10-07-1984
ARTICLES OF INCORPORATION
OF
ALAN R. CHASTAINE & ASSOCIATES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned, being citizen of the United States of America, and of full legal age, being resident of the State of Idaho, have this day voluntarily associated together for the purpose of forming a domestic, profit-making corporation under the pursuant to the laws of the State of Idaho, and I do hereby certify as follows:

ARTICLE I.

Corporate Name.

The name of this Corporation shall be "Alan R. Chastaine & Associates, Inc.".

ARTICLE II.

Principle Office & Registered Agent.

The principle office of the Corporation in the State of Idaho, is at Boise, County of Ada, State of Idaho. The registered Agent at this address is ALAN R. CHASTAINE, Corporate mail is to be addressed to said agent at 1295 Oriole Way, Boise, Idaho 83709.

ARTICLE III.

Corporate Duration.

The Corporation shall have perpetual existence, unless sooner dissolved by lawful act of the Corporation or by reason of law,

ARTICLE IV.

Corporate Purposes.

The purposes for which this Corporation is organized are:

1. To perform or undertake any act, in any part of the world or to do any or all of the things herein set forth to the same extent as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

2. To provide Engineering services on a direct, contract, or consulting basis, including but not limited to Commercial, private or governmental construction, start up and test, operation or management of any project or projects requiring engineering skills.

3. To enter into, make, perform and carry out, contracts,

leases, deeds, notes, mortgages; to borrow money, hypothecate property and deal in any manner with any chose in action or involving any kind or form of property or property right, in any amount, character or kind; and to deal and contract with any person, firm or corporation or other legal entity.

4. To purchase, own, sell, convey, mortgage, pledge, exchange, acquire by operation of law or otherwise, real and personal property of every kind and nature, including debts, dues, demands, evidences of debts, bonds and stocks of corporations, public or private; to specifically buy, sell or deal in the stock of this corporation.

ARTICLE V.

Capital Stock.

The capital stock of this Corporation shall be of one class, non-assessable, issuable as follows:

1. The total authorized number of shares shall be FIVE THOUSAND (5,000) SHARES, with a par value of ONE (\$1.00) DOLLAR, lawful money of the United States of America, aggregating a dollar value Corporate capitalization in the sum of FIVE THOUSAND (\$5,000) DOLLARS.

2. Each share of capital stock shall be entitled to one vote at any shareholders meeting, which may be voted either in person or proxy.

3. No share of capital stock of this Corporation may be sold or transferred on the Corporate books without the consent of the Board of Directors, but in the event that a shareholder requests sale or transfer of his stock and is refused, the Corporation must purchase such share or shares at the market value of said share or shares at the time of requests within a reasonable time.

4. The Corporation may deal in its own shares, but in no event shall any shares held by the Corporation be voted, nor shall any shares which may have been pledged or hypothecated by the Corporation unless the same are transferred to the holder.

ARTICLE VI.

Incorporator.

The name and Post Office address of the Incorporator of this

Corporation, who is a natural born citizen of the United States and more than twenty-one years of age, and the number of shares of Corporate stock subscribed by one is as follows:

ALAN R. CHASTAINE 5,000 @ 1.00/share
1295 Oriole Way
Boise, Idaho 83709

The Incorporator is hereby allowed an option to purchase additional Corporate stock up to the amount herein subscribed at \$1.00/share at any time within ten (10) years from the date hereof, subject to action of the Board of Directors.

ARTICLE VII.

Board of Directors.

The Board of Directors of this Corporation shall be composed of not less than one nor more than two Corporate Stockholders who shall be elected by the Stockholders at their organizational meeting for staggered terms as the By-Laws may provide; and thereafter shall be elected each year as terms expire at the Annual Stock holders Meeting.

Directors shall serve, during good behavior until their successors have been elected and instituted at the Annual Board Organizational Meeting or Special Board Meeting called to institute a newly elected or appointed Director. Vacancies shall be filled temporarily by the Board of Directors from Stockholders of record until the next Annual Stockholders Meeting at which time an election for the unexpired terms shall be held.

The Directors shall meet immediately following the Stockholders Organizational Meeting and after each Annual Stockholders Meeting for the purpose of organizing themselves by electing a Chairman and such other officers as the Corporation may desire or deem necessary.

The Board shall meet from time to time as may be required, and any number equalling fifty per cent or more of the Directors elected, shall constitute a quorum for business.

The Board shall be responsible for Corporate policy and shall be responsible for supervision of Corporate business including the hiring and firing of personnel, setting salaries or wages, entering

agreements and direction of enterprises in which the Corporation may be engaged. All Corporate officers shall be directly responsible to the Board, and shall carry misconduct on the part of any elected or appointed officer and subject such officer to removal upon confrontation, hearing and finding of misconduct by a vote of holders or two-thirds of the Company Stock or the elected Board of Directors.

The Board of Directors may be paid a gratuity for their services on the Board, to be determined at the Annual Stockholders meeting by vote of the Stockholders. Board members may become employees of the Corporation and recompensed for services as are other employees.

The initial Board of Directors will be:

ALAN R. CHASTAINE
1295 Oriole Way
Boise, Idaho 83709

until the first Organizational meeting.

ARTICLE VIII.

Corporate Officers.

There shall be elected at the Annual meeting of Stockholders which shall be held as near the anniversary date of these Articles as practicable after due notice to Stockholders of record, the following Corporate officers who shall serve for staggered terms, according to the Corporate By-Laws and shall not be governed by the one year terms provision and may serve in the position of Corporate officer as well as a Director until their successors are elected and qualified:

President

Secretary - Treasurer

There may be also elected such other officers as Stockholders deem necessary. Directors shall serve staggered terms according to Corporate By-Laws and shall not be governed by the one year term provision.

A majority of the outstanding Stockholders, present by proxy, or in person, shall constitute a quorum at any Annual or Special meeting of the Stockholders.

ARTICLE IX.

Dissolution-Disposition of Assets.

This Corporation may be dissolved by lawful procedures provided by the laws of the State of Idaho by a vote of stockholders who own two-thirds of all outstanding stock at any Stockholders meeting. In the event that the Corporation becomes defunct or inactive for a period of five years or more, any person having an interest in the Corporation may petition for dissolution according to law without consent of the Stockholders.

Upon dissolution of the assets of the Corporation, if there be any, shall be disposed of lawfully and the proceeds distributed to the outstanding Stockholders pro-rate. If a Stockholder cannot be located after reasonable search any sums to which he shall be entitled, shall be delivered to his decedents or other beneficiary designated by the stockholder.

ARTICLE X.

Amendment.

These Articles may be amended, altered or added to, by a vote of more than fifty per cent of the outstanding shares at any Annual or Special Stockholders meeting upon such notice as may be required by laws of the By-laws of the Corporation.

IN WITNESS WHEREOF, the Incorporator has set his hands this 4th day of DECEMBER, 1984.

Alan R. Chastaine
Alan R. Chastaine, Incorporator

STATE OF CALIFORNIA)
) ss:
County of Shasta)

On this 4th day of DECEMBER, 1984, before me, the undersigned Notary Public in and for said State, personally appeared Alan R. Chastaine, known to me to be Incorporator of ALAN R. CHASTAINE & ASSOCIATES, INC., whose signature is affixed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have set my hand and seal the day and year in this certificate first above appearing.

Thomas Maile
Notary Public