

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

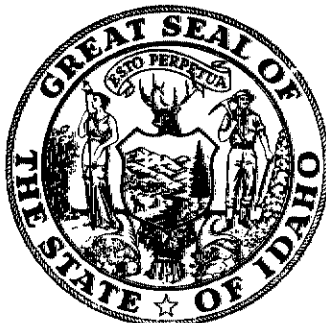
B & E ENTERPRISES, INC.

File number C 109704

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: March 8, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Cara Sipe*

MAY 8 9 58 AM '95
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
B & E ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age and citizens of the United States, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho and the acts amendatory thereof and supplemental thereto, do hereby certify as follows:

ARTICLE I.

The name of this corporation shall be B & E ENTERPRISES, INC.

ARTICLE II

The objects and purposes for which the corporation is formed are as follows:

As principal, agent or otherwise, to do in any part of the world, any and every of the things herein set forth to the same extent as natural persons might or could do. In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Idaho, we do expressly provide that the corporation shall have power:

A. To engage in and to own, operate and run, conduct and manage a business engaged in the commercial transportation of water or water products, together with any other business whether or not relating thereto and to do such other things as are incidental, proper, or necessary to the operation of the businesses or to the carrying out of any or all of their purposes.

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B. To purchase, lease, acquire, construct and operate buildings and other land improvements, whether or not related together with all fixtures and appurtenances.

C. To engage in every type of lawful business, industry or commercial activity, including, without limitation, the activities set forth in paragraph A above.

D. To purchase, acquire, own, hold, mortgage, pledge, sell, transfer, encumber and in any other manner to dispose of, deal and trade in goods, wares, merchandise and personal property of every class and description, whether at wholesale, retail or otherwise.

E. To loan money upon notes, bonds, stocks or any other evidence of indebtedness.

F. To establish, form and subsidize or otherwise assist in the establishment, organization or formation of other companies, firms, partnerships, or corporations having for their objects, or some of them, any of the objects mentioned in these Articles, or the development and furtherance of any other undertaking or business enterprise of any description whatsoever, and to purchase, own and hold stock in other corporations and interest in other business enterprises, and to sell the same, and to receive compensation for any services rendered in connection with any of the foregoing matters.

G. To borrow money for the business of the corporation and to give

security therefor and, in pursuance of the business of the company, to issue, bonds, debentures, promissory notes or other evidence of indebtedness, and to secure the same by mortgage or pledge of all or any of the property of the company, real or personal.

H. To do generally any and all things which the corporation may deem necessary, proper and convenient in it's said business for the improvement and use of the corporation property and in carrying out and accomplishing the purposes hereinbefore specified, and in addition thereto to have all the general powers granted to corporations by virtue of the laws of the State of Idaho and of any other state in which the corporation may do business.

ARTICLE III.

The total authorized capital stock of the corporation shall be One Hundred (100) shares of common stock of no par value, with each sare being entitled to one vote and not subject to assessment.

ARTICLE IV.

The term of existence of the corporation shall be in perpetuity.

ARTICLE V.

The number of the directors of this corporation at the commencement of business shall be two (2), but the Board of Directors may at any time, by amendment of the By-Laws, be increased to any number not exceeding four (4).

The name and address of each of the initial directors named by the corporation to serve until the first election of directors are as follows:

NAME OF DIRECTORS;

ADDRESS:

Eldon Smith, Registered Agent
SS #518-56-6562

Milepost .4, Ponderosa Drive,
Bavarian Village,
Idaho City, Idaho 83631

Bill C. Tipton, Director
SS #518-58-1092

P. O. Box 536
Idaho City, Idaho 83631

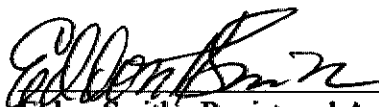
The name and address of the initial registered office is:

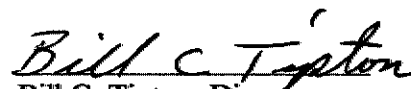
B & E Enterprises, Inc.
Milepost .4, Ponderosa Drive
Bavarian Village
Idaho City, Idaho 83631

ARTICLE VI.

By-Laws of this corporation may be made, amended or repealed by the Board of Directors or shareholders, provided only that the Directors shall not amend or repeal By-Laws fixing their qualifications, classifications, term of office or compensation.

IN WITNESS WHEREOF, Said incorporators, the undersigned, have hereunto set their hands this 8 day of March, 1995.


Eldon Smith, Registered Agent
Milepost .4, Ponderosa Drive
Bavarian Village, Idaho City, ID 83631


Bill C. Tipton, Director
P. O. Box 536
Idaho City, ID 83631