

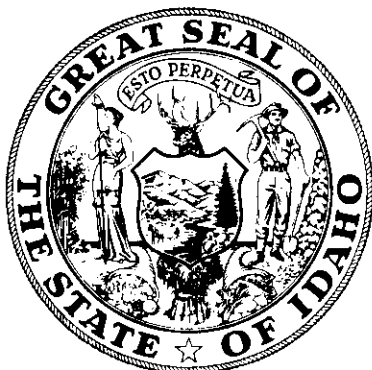
CERTIFICATE OF AUTHORITY
OF

ARKMEN INCORPORATED

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **ARKMEN INCORPORATED** 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 **ARKMEN INCORPORATED** to transact business in this State under the name **ARKMEN INCORPORATED** and attach hereto a duplicate original of the Application for such Certificate.

Dated **December 27, 1983**



SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho

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

1. The name of the corporation is Arkmen Incorporated

2. The name which it shall use in Idaho is Same

(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 California

4. The date of its incorporation is 6/7/1977 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 5985 Severin Drive, La Mesa, CA. 92041

6. The address to which correspondence should be addressed, if different from that in item 5.

Same

7. The street address of its proposed registered office in Idaho is 599 West Bannock Street, Boise, Idaho 83702, and the name of its proposed registered agent in Idaho at that address is Richard Anderson, Esq.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

General Contracting

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

Name	Office	Address
Marie E. Keefer	President	5985 Severin Dr. La Mesa, CA. 92041
Albert R. Keefer	V. President	5985 Severin Dr. La Mesa, CA. 92041
Joyce R. Young	Secretary	5985 Severin Dr. La Mesa, CA. 92041
Robert Hall	Director	1283 E. Main, Suite 209 El Cajon, CA. 92021
Michael Stephenson	Director	5985 Severin Dr. La Mesa, CA. 92041

(continued on reverse)

10. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
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50,000 shares of common stock without par value

11. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are without Par Value
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38 shares of common stock without par value

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

13. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 12/21/83

By Albert R. Keefer Albert R. Keefer, V. Pres.
Its President/Vice President (please specify)

and Joyce R. Young Joyce R. Young, Secretary
Its Secretary/Assistant Secretary (please specify)

STATE OF California)
COUNTY OF San Diego)ss

I, Janet L. Thomas, a notary public, do hereby certify that on this _____ day of _____, 19____, personally appeared before me Albert R. Keefer & Joyce R. Young, who being by me first duly sworn, declared that ~~that~~ ^{they are} the V.Pres. & Sec. respectively of Arkmen Incorporated

they that ~~has~~ signed the foregoing document as V.Pres. & Sec. respectively of the corporation and that the statements therein contained are true.



Janet L. Thomas
Notary Public



State of California

OFFICE OF THE SECRETARY OF STATE

DEC 27 6 51 AM '83
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 8 1983



March Fong Eu

Secretary of State

818472

FILED

in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF
ARKMEN, INCORPORATED

JUN 7 '97

WILLIAM POWERS III, Secretary of State
William Powers III
Deputy

I

The name of this corporation is ARKMEN, INCORPORATED.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is MICHAEL S. POWERS, 2800 El Cajon Boulevard, San Diego, CA 92104.

IV

The corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is 50,000.

V

This corporation is a close corporation. All of the corporation's issued shares of stock shall be held of record by not more than ten (10) persons.

VI

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

VII

Before any shareholder can sell or transfer his stock of the corporation, he shall first offer the stock to the corporation and then to the other holders of common shares in the following manner:

(a) The offering shareholder shall give a written offer, by mailing, personally delivering, or telegraphing it to the secretary of the corporation, stating the number and class of shares to be sold or transferred and the price, terms, and conditions of the proposed sale or transfer. The corporation shall then have the right to purchase all or any whole number of the shares offered, at the price and on the terms and conditions stated in the offer, by giving written notice to the offering shareholder of its election to purchase shares and of the number of shares it intends to purchase. This notice shall be given by mailing, personally delivering, or telegraphing it within thirty (30) days after the offering shareholder's offer is given. If the corporation elects to purchase less than all the shares being offered, or fails to give notice of its election to purchase within the period that it has the right to do so, the secretary of the corporation shall as soon as possible, and in no event more than five (5) days after the offering shareholder's offer is given, mail, personally deliver, or telegraph to each of the other common shareholders a copy of this offer together with a statement of the number of shares not being purchased by the corporation. Each of these shareholders shall then have the right to purchase all or any lesser number of the shares specified in the statement from the secretary by giving to the secretary a written notice of intent to purchase a specified number of these shares at the price and on the terms and conditions stated in the offering shareholder's offer. This notice shall be given by mailing, personally delivering, or telegraphing it within ten (10) days after the offering shareholder's offer is given to the secretary.

(b) If the total number of shares specified by the shareholders in their notices of intent to purchase exceeds the number of available shares specified in the statement from the secretary, each purchasing shareholder shall be entitled to purchase that fraction of the number of shares specified in his notice of intent to purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders who gave notice of intent to purchase.

(c) If less than all the shares offered for sale by the offering shareholder are subscribed to under clauses (a) and (b) of this article, each shareholder desiring additional shares shall be entitled to purchase that fraction of the shares not subscribed to that is equal to the number of the shares having purchase rights under this article, divided by the total number of shares having purchase rights held by all shareholders desiring to purchase these remaining shares.

(d) Unless otherwise specifically stated in a shareholder's notice of intent to purchase shares given under clause (a) of this article, that notice shall also be considered an offer to purchase the number of shares to which he is entitled under clauses (b) and (c), not to exceed, however, the number of shares specified in his notice of intent to purchase.

(e) Each offer, notice, or statement provided for in this article shall be considered given when it is personally delivered to the person to whom it is to be given, or it is properly addressed and deposited in the United States mail or delivered to a telegraph office with all postage or other charges fully prepaid.

(f) If less than all shares specified in the offer to the secretary are subscribed to under clauses (a), (b), and (c) of this article within the time periods specified for exercising the respective rights to purchase shares granted under this article, the offering shareholders shall not be required to accept any of the offers made under this article by the corporation or its shareholders, and may dispose of all the shares specified in his offer to the secretary to any person or persons, provided that he shall not sell or transfer these shares at a lower price or on more favorable terms than those specified in the offer to the secretary.

(f) Unless otherwise prohibited by law or by these articles of incorporation, the corporation may purchase its own shares from any offering shareholder. The corporation shall not purchase all its outstanding voting shares. Any sale or transfer, or purported sale or transfer, of the corporation's shares by any shareholder shall be null and void unless the terms, conditions, and provisions of this article are strictly followed.

VIII

Notwithstanding any other provision hereof to the contrary, before there can be a valid sale or transfer of any of the common shares of this corporation by any holder thereof, he shall first obtain the written consent thereto of each of the other common shareholders, except that said written consent shall not be unreasonably withheld by any of said other common shareholders.

Dated: June 6, 1977


MICHAEL S. POWERS

2800 El Cajon Blvd.
San Diego, CA 92104

I hereby declare that I am the person who executed the foregoing Article of Incorporation, which execution is my act and deed.


MICHAEL S. POWERS

2800 El Cajon Blvd.
San Diego, CA 92104