

FILED/EFFECTIVE

JUN 29 3 51 PM '01

ARTICLES OF INCORPORATION

of

**SECRETARY OF STATE
STATE OF IDAHO**

American Geotechnics, Inc.

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as the "Corporation") organized pursuant to and subject to the Idaho Business Corporation Act, Chapter 1, Title 30, Idaho Code, as now existing or hereafter amended and supplemented (the "Act"), adopt the following Articles of Incorporation for the Corporation.

ARTICLE I. NAME

The name of the Corporation is American Geotechnics, Inc.

ARTICLE II. PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Act; to do everything necessary, proper, advisable or convenient for the conduct of said business; and to do all other things incident thereto or connected therewith which are not forbidden by the Act, by other laws or by these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of capital stock that the Corporation shall have authority to issue is 30,000 shares of common stock. The par value of each share is \$1.00.

ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock of the Corporation, whether now or hereafter authorized, or to any securities convertible into such shares or carry a right to subscribe or acquire shares.

ARTICLE VI. REDEMPTION

The Corporation shall have the right to purchase, redeem, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, and purchases or redemptions of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted capital surplus available therefore.

ARTICLE VII. DISTRIBUTION FROM CAPITAL SURPLUS

When and as determined by the Board of Directors, the Corporation may, from time to time distribute to its shareholders out of capital surplus of the Corporation a portion of its assets in cash or property.

ARTICLE VIII. CUMULATIVE VOTING

A shareholder entitled to vote at each election for directors shall have the power to cumulate votes for the election of directors.

ARTICLE IX. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 3104 Lakeridge Place, Boise, Idaho 83706, and the name of its initial registered agent at the office is Rex W. Hansen located at that address.

ARTICLE X. BOARD OF DIRECTORS

The number of Directors of the Corporation shall be as specified in the Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders and until their successors shall have been elected and qualified is:

Name

Address

Rex W. Hansen

3104 Lakeridge Place,
Boise, Idaho 83706

Stanley Gary Crawforth

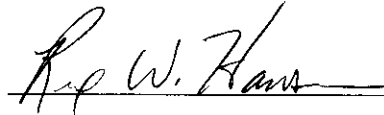
11347 West Hickory Rise Dr.,
Boise, Idaho 83713

ARTICLE XI. INCORPORATOR

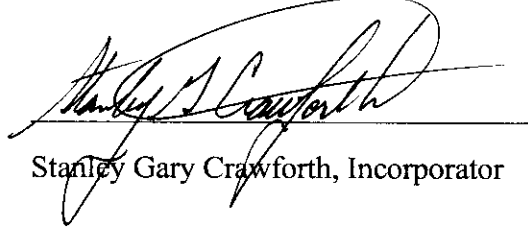
The name(s) and address(es) of the incorporator(s) of the Corporation are:

Rex William Hansen, 3104 Lakeridge Place, Boise, Idaho 83706

DATED this 15th day of June, 2001.

A handwritten signature in cursive script, appearing to read "Rex W. Hansen", written over a horizontal line.

Rex W. Hansen, Incorporator

A handwritten signature in cursive script, appearing to read "Stanley G. Crawforth", written over a horizontal line.

Stanley Gary Crawforth, Incorporator