



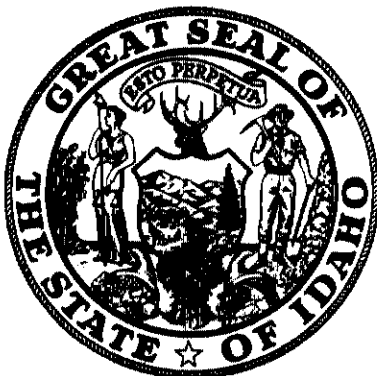
**CERTIFICATE OF INCORPORATION
OF**

VAN DREFF PROPERTIES, 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 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: October 03, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Basala*

ARTICLES OF INCORPORATION
OF
VAN DREFF PROPERTIES, INC.

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KNOW ALL MEN BY THESE PRESENT, 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, pursuant to the Business Corporation Act of Idaho, do hereby certify as follows:

ARTICLE I
Name

The name of the corporation shall be Van Dreff Properties, Inc.

ARTICLE II
Duration

The corporation shall have perpetual existence.

ARTICLE III
Purpose

The purposes for which this corporation is organized are:

A. To acquire, by purchase, lease, or otherwise, lands and interests in real property (including fee simple interests, leases, or other interests), to own, hold, improve, develop, and manage any real property so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied improvements, buildings or other structures, with their appurtenances, for any use, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures.

B. To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the furnishing, improvement, development, or management of such property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

C. To engage in the business of general contracting, and act as general contractors; to engage in all activities,

render all services, and handle and deal in all materials, supplies and products incidental or related to or connected with any and every phase of the building and construction trade; to make estimates for itself and for others, and to bid upon, enter into and carry out contracts relating to every phase of construction of any kind of structures whatsoever; to acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

D. To do plumbing, heating, water, gas, and steam fitting of all kinds. To design, manufacture, construct, buy, sell, install, inspect, and repair plumbing, heating, cooling, ventilating, water supply, lighting, and sewage disposal systems, appliances, apparatus, machinery, equipment, materials, and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind above described. To acquire, by competitive bidding or otherwise, make and perform contracts pertaining to any of the foregoing business. To deal in scrap metal and junk.

E. To construct, acquire by purchase or otherwise, maintain and operate, and sell or otherwise dispose of plants, factories, shops, and warehouses for the manufacture of all types and kinds of pipe, pipe fittings, joints, valves, appliances, and related articles of every kind and character; and to construct, acquire by purchase, or otherwise and maintain and operate machinery, appliances, equipment and supplies of all kinds necessary or deemed necessary for any or all of these purposes, and to sell or otherwise dispose of and deal in machinery, appliances, equipment and supplies, of all kinds and character that may be or be deemed to be of use or in connection with any of these purposes.

F. To own, operate, conduct, and maintain a general service company to provide services of any kind and nature whatsoever for any person or enterprise.

G. To hold stock in other corporations organized for any purposes.

H. To do everything suitable, proper, advisable, or convenient for the accomplishment of its general purposes and to do all other things.

I. For any and all other lawful purposes.

J. To have, exercise, enjoin and participate in all powers now or hereafter granted to corporations organized under the laws of the State of Idaho, particularly all of the powers and privileges granted to corporations by Chapter I, Title 30, I. C., including any future amendments thereto, and to do any act or thing necessary or convenient for the

transaction of the aforesaid business or businesses and for the carrying into effect of any and all objects and purposes of this corporation.

ARTICLE IV
Capitalization

The aggregate number of shares which this corporation shall have authority to issue shall be TEN THOUSAND (10,000) shares designed "common stock" or "common shares." Such shares shall consist of one class only and shall be without par value ("no par").

ARTICLE V
Preemptive Rights

There shall be no provisions limiting or denying to shareholders the Preemptive right to acquire additional or treasury shares of the corporation.

ARTICLE VI
Registered Agent and Office

The name of the corporation's initial registered agent shall be JAYO WEBSTER. The address of the corporation's initial registered office shall be 206 Van Dreff Street, Suite - C, Salmon, Idaho 83467.

ARTICLE VII
Initial Directors

The names and addresses of the initial directors are as follows:

JAYO WEBSTER
207 Neyman Street
Salmon, Idaho 83467

STEPHEN J. NAFUS
201 E. Vista Oesta
Tucson, Arizona 85704

ARTICLE VIII
Incorporator

The name and address of the Incorporators and organizers, are as follows:

JAYO WEBSTER
207 Neyman Street
Salmon, Idaho 83467


STEPHEN J. NAFUS
201 E. Vista Oesta
Tucson, Arizona 85704


IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate this 28th day of September 1990.

The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any amount or to any extent whatever.

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.


We, the incorporators and organizers, for the purpose of forming a corporation to do business both within and without the State of Idaho, and in pursuance of the laws of the State of Idaho, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, have hereunto set our names, hands and seals this 28 day of September, 1990.



JAYO WEBSTER


STEPHEN J. NAFUS

VERIFICATION

I, JAYO WEBSTER, STEPHEN J. NAFUS, being first duly sworn, do hereby verify and affirm under oath that the above matters contained in these Articles of Incorporation of VAN DREFF PROPERTIES, INC. are true and that I have executed these same Articles of Incorporation.


JAYO WEBSTER


STEPHEN J. NAFUS

THIS IS TO CERTIFY that on this 28th day of September, 1990, before me, the undersigned Notary Public duly commissioned and sworn, personally appeared JAYO WEBSTER and STEPHEN J

NAFUS, who being by me first duly sworn, severally declared that he is the person who signed the foregoing document as the Incorporator, and verified that the statements contained therein are true, to the best of his knowledge, information and belief.

WITNESS my hand and official seal.

Don C. Maltby

Notary Public in and for Idaho
My commission expires: June 23, 1992