

State of Idaho

Department of State

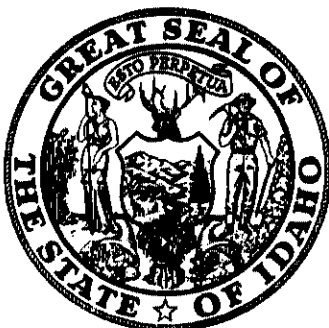
CERTIFICATE OF INCORPORATION OF

CONSOLIDATED BUILDERS GROUP, 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: December 11, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

00*09 -00*09 81 011111111111
1 011111 60215 18 10
2 9042E 0060 11212661
111118 10 1111111111 011111

ARTICLES OF INCORPORATION

OF

CONSOLIDATED BUILDERS GROUP, INC.

RECEIVED
SEC. OF STATE

92 DEC 11 AM 8 26

KNOW ALL MEN BY THESE PRESENTS: That Richard K. Miller, the undersigned, being a natural person of legal age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to the laws of the State of Idaho, does hereby certify as follows:

I.

Name

The name of the corporation shall be Consolidated Builders Group, Inc.

II.

Registered Office

The location and post office address of the registered office of the corporation shall be 7091 Emerald, Boise, Idaho 83704.

III.

Registered Agent

The name of the registered agent of the corporation is John R. Hansen, Jr.

IV.

Duration

The period of existence and duration of the corporation shall be perpetual.

V.

Corporate Purpose

The purpose for which the corporation is organized shall be the transaction of any and all lawful business for which corporations may be incorporated under the laws of Idaho.

VI.

Authorized Capital Stock

The capital stock of the corporation shall consist of one million (1,000,000) shares of no par value common stock, divided into two classes, namely 500,000 shares of Class "A" Voting Common Stock and 500,000 shares of Class "B" Nonvoting Common Stock. The two classes of common stock shall be the same in all respects and rights except that Class "B" Common Stock shall be nonvoting stock.

VII.

Incorporator

The name and post office address of the incorporator are as follows:

<u>Name</u>	<u>Post Office Address</u>
Richard K. Miller	17769 Camelot Lane Castro Valley, CA 94546

VIII.

Directors

There shall be three (3) directors of the corporation, but the number of directors may be increased or decreased from time to time as provided by the bylaws. The names and post office addresses of the initial directors, named by the incorporator, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Richard K. Miller	17769 Camelot Lane Castro Valley, CA 94546
Mark C. Lundgren	3351 Oakes Drive Haywood, CA 94541
Julie Miller	17769 Camelot Lane Castro Valley, CA 94546

The initial directors shall serve until the first election of directors.

IX.

Bylaws

The Board of Directors, by a majority vote, shall have the power to adopt bylaws, and to repeal and amend bylaws.

X.

Preemptive Rights

No shareholder of the corporation shall have any preemptive rights.

XI.

Limitation of Director Liability

A director of the corporation shall have no personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided that this Article XI shall not eliminate or limit the liability of a director for:

a. Any breach of the director's duty of loyalty to the corporation or its shareholders.

b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

c. Any action for which liability is provided under Section 30-1-48, Idaho Code.

d. Any transaction from which the director derived any improper personal benefit.

No repeal of or amendment to the foregoing provisions of this Article XI by the shareholders of the corporation shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or amendment.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these Articles of Incorporation this 3rd day of December, 1992.


Richard K. Miller

09/dwtr