

State of Idaho

Department of State

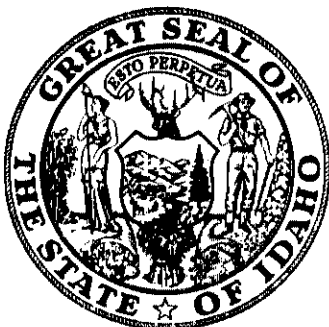
CERTIFICATE OF INCORPORATION OF

HI DESERT INDUSTRIAL INSULATION 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: February 4, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Anna Sisk*

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 SECRETARY OF STATE

ARTICLES OF INCORPORATION
 OF

HI DESERT INDUSTRIAL INSULATION INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being persons of full age and citizens of the United States of America, in order to form a corporation for the purposes hereinafter stated, pursuant to Chapter 3, Title 30, of the Idaho Code, do hereby certify as follows:

ARTICLE I
 NAME

HI DESERT INDUSTRIAL INSULATION INC.

ARTICLE II
 PURPOSES

To provide insulation for the commercial, industrial, and agricultural markets. To construct, remodel, and install cold storage and controlled Atmosphere Buildings. For conducting and transacting any lawful business or activity for which corporations may be incorporated under the Laws of the Idaho Business Corporation Act as it now exists or may hereafter be amended, including the right to enter into any lawful arrangements for sharing profits and/or losses in any transaction or transactions.

ARTICLE III
 TERM

The term for which this Corporation is organized shall be perpetual.

ARTICLE IV
 LOCATION

The principal office of this Corporation shall be located at 8975 West State, Suite 300 Boise, Ada County, Idaho, as the Board of Directors have determined; the Corporation may maintain offices and places of business at such other places in Idaho as the shareholders may determine.

ARTICLE V
 CORPORATE STOCK

The authorized capital of the corporation consists of a single class of stock. 10,000 shares with a par value of \$1.00.

ARTICLE VI OFFICERS

The general officers of the Corporation shall be the President, Mark Spencer Francis P.O. Box 3729 Boise, Idaho 83703 Vice President, Treasurer Dennis James Cash 502 Driftwood Boise Idaho 83705. And the corporation will not have a Board of Directors until such a time that it is amended at the annual meeting.

ARTICLE VII DUTIES OF OFFICERS

The principal duties of the President shall be to preside at all meetings, direct and supervise the affairs of the Corporation, make such appointments as may be required, subject to the approval of the Board of Directors, and to make annual reports of the activities of the Corporation to the members thereof. He shall be required to perform such other and additional duties as may be referred to him by the Board or deemed proper in the management of his office

The Vice-President shall be charged with the duty of acting in the absence of the President, as President Pro-Tem of the Corporation.

The Secretary shall be charged with the keeping of such records as may be required in the normal course of business of said Corporation and such further and additional duties as may be required by law or by the Directors, shall give notices of all meetings, and keep minutes of all meetings of either the Board of Directors or of the shareholders, and shall be the custodian of all official records of the Corporation.

The Treasurer shall report in detail on the third Monday of January of each year hereafter and at its annual meeting to the Corporation, all sums received and expended, all outstanding obligations, and such other matters as may be deemed proper. The Treasurer together with the President of the Corporation shall countersign all checks drawn against the account of the Corporation, unless other arrangements are provided in the By-Laws.

ARTICLE VIII ANNUAL MEETINGS

The Corporation shall hold its annual meeting for the election of officers the last Monday of March of each year, commencing March 1995, in the City of Boise, Ada County, Idaho, or as the shareholders may determine.

ARTICLE IX SHAREHOLDERS

The voting power of each shareholder shall be equal and each shareholder shall be entitled to one (1) vote only. New shareholders upon their admission shall be entitled to one vote.

No stock or share shall be required to be issued except as may be provided by the By-Laws of the Corporation.

ARTICLE X
Registered Agent/Incorporator

The registered agent of the corporation shall be: Mark S. Francis/P.O. Box 3729 Boise, Idaho 83703.

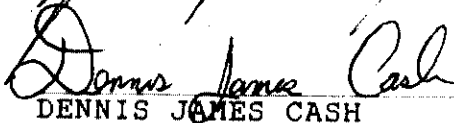
8975 W STATE ST, SUITE 300, BOISE ID 83703

ARTICLE XI

These articles may be amended by a two-thirds vote of the shareholders present at any regular or special meeting, providing written notice of the proposed amendment or amendments has been mailed to each member and his last know address at least ten days in advance of the meeting.

4th IN WITNESS WHEREOF, We have hereunto set our hands, this day of February 1994.



MARK SPENCER FRANCIS


DENNIS JAMES CASH

STATE OF IDAHO)
)ss
COUNTY OF ADA)

BE IT REMEMBERED, that on this 4th day of February 1994, personally appeared before me, the undersigned, a Notary Public in and for the State of Idaho, all of the parties to the foregoing ARTICLES OF INCORPORATION, MARK SPENCER FRANCIS and DENNIS JAMES CASH known to me personally, and severally acknowledged said Articles of Incorporation to be the act and deed of the signers, respectively, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year first above written.


Notary Public for Idaho
Residing at Boise, Idaho
Comm. Expires 10-15-98