

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

ASSOCIATED GEOTECHNICAL CONSULTANTS OF IDAHO, INC.

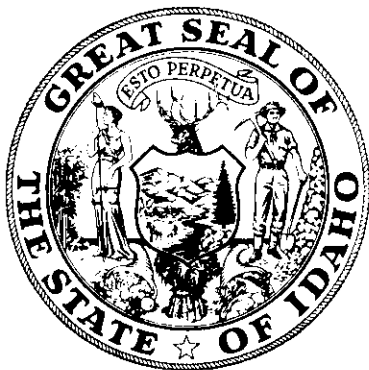
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

ASSOCIATED GEOTECHNICAL CONSULTANTS OF IDAHO, INC.

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 30, 1981



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Genny Yursa*

ARTICLES OF INCORPORATION OF
ASSOCIATED GEOTECHNICAL CONSULTANTS OF IDAHO, INC.

The undersigned, acting as incorporator of the corporation under the IDAHO Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

I.

The name of the corporation is ASSOCIATED GEOTECHNICAL CONSULTANTS OF IDAHO, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized is for the transaction of any and all lawful business for which corporations may be incorporated under this Act.

IV.

The authorized capital stock of this corporation shall consist of one million (1,000,000) shares of common stock having a par value of (01) ONE CENT per share and an aggregate par value of TEN THOUSAND DOLLARS (\$10,000.00); all said shares shall be issued fully paid and shall not be subject to any assessment.

V.

No shareholder of any corporate stock shall have the right to transfer said stock to any person without the consent of this corporation and the consent of the then existing shareholders, but shall offer the shares for sale to the corporation and/or current shareholders at the fair market value and under the terms of a bona fide offer.

The corporation and/or current shareholders must exercise this right of first refusal within forty-five (45) days of written notice from the proposed selling shareholder, and if not so exercised, said right of first refusal shall expire. The purpose of said right of first refusal is to insure that the shareholders of this corporation be insured their current voting status and be allowed to operate this corporation with persons of their choosing. In case of disagreement of book value, the matter shall be submitted to arbitration.

VI.

The address of the initial registered office of the corporation is Rt. 1, Box 14, Viola, Idaho 83872, and the name of its initial registered agent at such address is Muriel S. Robinette.

VII.

This corporation shall have the power and authority to buy its own stock and hold the same as treasury stock or to sell or otherwise dispose of the same.

VIII.

Private property of the shareholders shall not be subject to the payment of corporate debts to any extent whatsoever. This Corporation shall commence doing business once at least ONE THOUSAND DOLLARS (\$1,000.00) has been received as consideration for the issuance of capital stock of said Corporation.

IX.

The number of directors constituting the initial board of directors of this corporation is two. The name and address of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify, are:

Michael J. Robinette, P.O. Box 9526, Moscow, Idaho 83843.

Muriel S. Robinette, P. O. Box 9526, Moscow, Idaho 83843..

X.

The name and address of each incorporator is: Michael J. Robinette, P.O.Box 9526, Moscow, Idaho 83843 and Muriel S. Robinette, P. O. Box 9526, Moscow, Idaho 83843.

DATED this 13 day of October, 1981.

Muriel S. Robinette
Muriel S. Robinette

Michael J. Robinette
Michael J. Robinette

STATE OF IDAHO)

County of LATAH)

On this 13 day of October, 1981, before me personally appeared Michael J. Robinette, and his wife, Muriel S. Robinette, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

John M. Carter
NOTARY PUBLIC in and for the
State of Idaho, residing at
Moscow, therein.