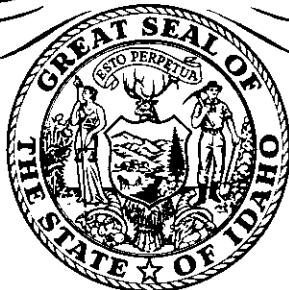


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

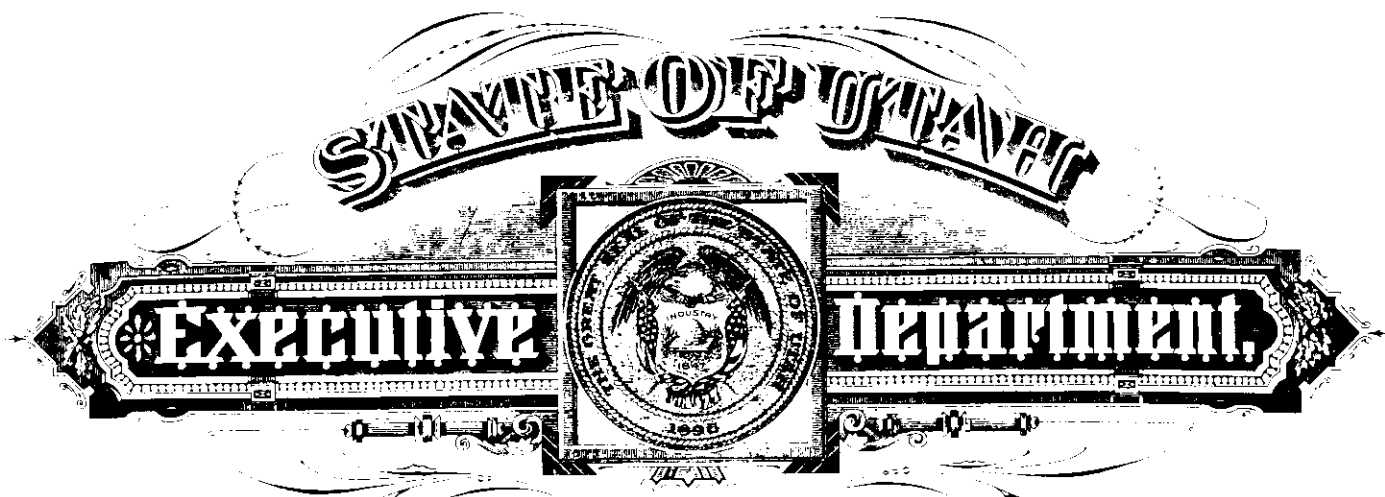
FIFE CONSTRUCTION COMPANY, INC.

a corporation duly organized and existing under the laws of **Utah** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **24th** day of **April** **1961**, a properly authenticated copy of its articles of incorporation, and on the **24th** day of **April** **1961**, a designation of **Hartley P. Kester** in the County of **Butte** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **24th** day of **April**, A.D. **1961**.

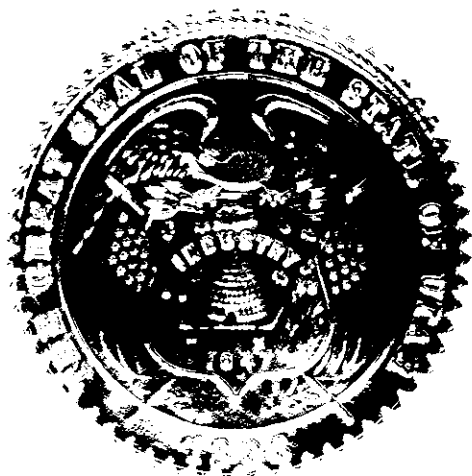
Secretary of State.



Secretary of State's Office

I, LAMONT F. TORONTO, SECRETARY OF STATE OF THE STATE OF UTAH,
DO HEREBY CERTIFY THAT the attached is a full, correct and true copy
of Articles of Incorporation of FIFE CONSTRUCTION COMPANY, INC., a
Utah corporation incorporated April 21, 1955,

AS APPEARS of record IN MY OFFICE.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND

AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH

AT SALT LAKE CITY, THIS 21st DAY OF

April, 19 61

Lamont F. Toronto
SECRETARY OF STATE

BY Donald G. Gottlieb
DEPUTY

ARTICLES OF INCORPORATION
OF
FIFE CONSTRUCTION COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being desirous of associating ourselves together for the purpose of forming a corporation under the laws of the State of Utah, and in pursuance of the laws thereof have agreed, and do hereby certify, as follows:

ARTICLE I.

The name of the Corporation is Fife Construction Company, Inc.

ARTICLE II.

The names of the incorporators and their places of residence are as follows:

Douglas J. Fife	Brigham, Utah
Geneva H. Fife	Brigham, Utah
Wendell N. Fife	Brigham, Utah
Lee A. Monson	Brigham, Utah
Stephen Smith	Brigham, Utah

ARTICLE III.

The term for which this corporation is to exist is Ninety-nine (99) years from date of its incorporation, unless sooner dissolved according to law.

ARTICLE IV.

The pursuit or business which it is agreed shall be carried on is:

1. To operate, carry on and engage in a general building, engineering and construction business.
2. To build, erect, construct, reconstruct, alter, repair or improve houses, plants, factories, warehouses, stores, offices, bridges, railroads, highways, and other buildings, structures, or enclosures, and other engineering or construction projects of every kind, description or character.
3. To acquire by purchase, lease, exchange or otherwise, land, buildings, hereditaments of any tenure or description situate in the State of Utah or

in any State of the United States, its territories or possessions, the District of Columbia, or in any foreign country in which the corporation may be authorized to transact business, or any estate or interest therein, and any rights over or connected with lands so situate, and to turn the same to account as may seem expedient, and in particular by preparing building sites and by constructing or reconstructing, altering and improving houses, plants, factories, warehouses, shops and other facilities and conveniences of all kinds, and by consolidating or connecting or subdividing properties and by leasing or disposing of the same.

4. To manage lands, buildings, or other property wheresoever situate, as aforesaid, whether belonging to the Corporation or not.

5. To acquire and take over any business or undertaking carried on, upon or in connection with any lands or buildings which the Corporation may desire to acquire, as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on the same, or to dispose of, remove, or put an end thereto, or otherwise deal with the same as may seem expedient.

6. To acquire by purchase, subscription or otherwise, and hold as investment or otherwise, sell, assign, transfer, mortgage, pledge, or otherwise dispose of any bonds or other securities, or evidence of indebtedness, created or issued by any other corporation or corporations, association or associations, of the State of Utah, or of any other state, district, territory, or country, and while the owner thereof exercise all the rights, powers and privileges of ownership.

7. To purchase or otherwise acquire, and hold as investment or otherwise hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of capital stock of any other corporation or corporations, association or associations, of the State of Utah, or of any other state, district, territory or country; and, while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

8. To the extent permitted by law, to purchase or otherwise acquire, and to hold, sell, exchange, transfer, or otherwise deal in shares of its own

capital stock, to such an extent and in such manner and upon such terms as the Board of Directors shall determine.

9. To aid in any lawful manner any corporation or association of which the bonds, or other evidence of indebtedness, or stock are held by the Corporation; and to do any and all lawful acts or things designed to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness, or stock.

10. To guarantee dividends on any shares of the capital stock of any corporation in which this Corporation at any time may have an interest as stockholder, and to indorse or otherwise guarantee the principal and interest of notes, bonds, or other evidences of indebtedness, and the performance of any other obligations created or to be created by any such corporation.

11. To borrow and loan money for the purposes of the Corporation's business, and to secure the repayment thereof, in such manner as in the judgment of the Board of Directors may be most advantageous, and to that end, if necessary in the judgment of the Board of Directors, to mortgage or otherwise pledge all or any part of the property of the Corporation, real, personal or mixed, and to issue and deposit any securities which the Corporation has power to issue by way of mortgage, trust indenture, or otherwise, to secure any sum greater or less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligation of the Corporation.

12. To receive money on loan, and to issue drafts, notes, or other evidences of indebtedness, and to carry on any business or undertaking which the Board of Directors may deem useful or necessary for the benefit of the Corporation, whether specifically referred to in this Article or not, or whether in any manner incident to any of the businesses referred to in this Article, which might be lawfully carried on by a natural person, firm or co-partnership lawfully formed under the laws of the State of Utah.

13. To apply for, obtain, register, purchase, lease or otherwise to acquire and to hold, use, own, operate and introduce, and to sell, assign, or otherwise dispose of any trade marks, trade names, patents, inventions,

improvements and processes used in connection with or secured under letters patent of the United States, or elsewhere, or otherwise, and to use, exercise, develop, grant license in respect of, or otherwise turn to account any such trademarks, patents, licenses, proceeds and the like, or any such property or rights.

14. To purchase, lease, or otherwise acquire, in whole or in part, the business, goodwill, rights, franchises, and property of every kind, and to undertake the whole or any part of the assets of any person, firm, or corporation, or association engaged in or authorized to conduct any business similar to any business authorized to be conducted by this corporation, or owning property necessary or suitable for its purposes, and to pay for the same in cash, in the stock or bonds of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the business or property so acquired, and to exercise all the powers necessary or incidental to the conduct of such business.

15. To enter into, make, perform, and carry out contracts of every kind and for any lawful purpose with any person, firm, association, corporation, municipality, state, or government, or any sub-division, district, or department thereof.

16. To acquire, and pay for in cash, shares of stock, bonds, or notes of this corporation, or otherwise, the assets including the goodwill of any person, firm, association, or corporation, and to undertake or assume the whole or any part of the obligations or liabilities thereof.

17. To engage in and conduct any and all kinds of manufacturing business.

18. To do any and all such other acts, things, business, or businesses in any manner connected with or necessary, incidental, convenient, or auxiliary to any of the objects and purposes hereinbefore enumerated, or calculated, directly or indirectly, to promote the interest of the corporation; and in carrying on its business, to do any and all acts and things, and to exercise any and all other powers, which a co-partner or natural person could do or exercise, and which now or hereafter may be authorized by law.

19. The foregoing clauses shall be construed as purposes, objects and

powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clauses, and shall be regarded as independent purposes, objects and powers, and shall not be construed to limit or restrict in any manner the meaning of general terms or the general objects or powers of the Corporation, nor shall the expression of one such be deemed to exclude another, although it be of like nature and not expressed.

ARTICLE V.

The general offices of the corporation shall be at Brigham City, Box Elder County, State of Utah, but places of business and branch offices for conducting or carrying on any portion of the business may be established in other states, territories and possessions of the United States, the District of Columbia and in foreign countries, and the corporation may have one office, or more than one office, and may keep the books of the company outside of the State of Utah, except as may be otherwise provided by law; and may hold, purchase, mortgage and convey real and personal property out of the State of Utah.

ARTICLE VI.

The amount of the capital stock of the corporation shall be One Hundred Thousand (\$100,000.00) Dollars, divided into ten thousand shares of the par value of Ten (\$10.00) Dollars each.

ARTICLE VII.

The amount of stock to which each of the parties hereto has subscribed is as follows:

NAME	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
Douglas J. Fife	5400	\$54,000.00
Geneva H. Fife	3597	35,970.00
Wendell N. Fife	1	10.00
Lee A. Manson	1	10.00
Stephen Smith	<u>1</u>	<u>10.00</u>
TOTAL	9,000	\$90,000.00

In payment for the 5,400 shares of stock subscribed by Douglas J. Fife, and for the 3,597 shares subscribed by Geneva H. Fife, as above set out, each has

assigned, transferred and set over, and does hereby as of April 1, 1955, assign, transfer and set over, to the corporation all of his and her right, title, estate, and interest in and to a portion of the assets and liabilities of that certain partnership theretofore owned by them and known as Fife Construction Company, as follows: All of the highway construction equipment and machinery, accounts receivable to the amount of \$32,500.00, cash in the amount of \$11,000.00, and the corporation accepts the same, together with liabilities of said partnership in the amount of \$188,705.18. The fair cash value of the property so transferred to the corporation, less the liabilities assumed by the corporation, is the sum of \$89,970.00.

ARTICLE VIII.

The number and kind of officers, their qualifications and terms of office shall be as follows:

1. A board of three (3) directors, provided, however, that the stockholders may, at any annual meeting without notice, fix the membership of the Board of Directors at any odd number of Directors, not less than three (3), nor more than twenty-five (25), by resolution of the stockholders adopted by a majority of the shares of the issued and outstanding capital stock of the corporation.
2. A quorum of the Board of Directors necessary to transact the business and exercise the corporate power of the corporation shall be a majority of the members of the Board.
3. A person to be eligible to election to the office of Director in the Corporation, must be the owner and holder, in his own name, of at least one share of the capital stock of the corporation, as shown by the books of the corporation.
4. The Board of Directors, by the affirmative vote of a majority of the whole Board, shall elect other officers of the corporation, to be known as corporate officers as follows:

A President

A Vice President

A Secretary

A Treasurer.

Any combination of these offices may be held by one and the same person.

5. In addition to the foregoing elective corporate officers, the Board of Directors may appoint not only other officers of the Corporation, but also one or more additional Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, which offices may or may not be held by one and the same person; and to the extent provided in the resolution of appointment, the person so appointed shall have and may exercise all of the powers of the President or of the Treasurer or of the Secretary respectively,

6. All of the elective corporate officers shall be members of the Board of Directors, except the Secretary, who may, but need not be such a member. The appointive corporate officers need not be either members of the Board of Directors or stockholders of the corporation.

7. The Board of Directors may also appoint a General Manager who may, but need not, be a member of the Board of Directors or a stockholder of the Company, and the General Manager shall have only such authority as shall be fixed from time to time by the by-laws or by resolution of the Board of Directors.

8. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors; any other officer or employee of the Corporation may be removed at any time by the affirmative vote of a majority of the Board of Directors or by any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by vote of the Board of Directors.

9. In case of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Directors, by affirmative vote of a majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of his successor.

10. The Directors, except those hereinafter named in these Articles of Incorporation and those chosen to fill a vacancy for an unexpired term, must be elected by the Stockholders at the regular annual meeting, or, if not held, at any special meeting of the stockholders called for that purpose, and shall serve until the next regular stockholders meeting, or until their successors

are elected and qualified.

11. Within thirty (30) days after the election of a Board of Directors by the stockholders of the corporation, the newly elected members of the Board of Directors shall hold an organization meeting of the Board of Directors and elect a President, a Vice President, a Secretary and a Treasurer of the Corporation, and may appoint one or more additional Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers as it may determine, and each Director and officer of the Corporation so elected or appointed as aforesaid shall, within said period of thirty (30) days, take and subscribe the oath of office required by the laws of the State of Utah, and the Secretary of the Corporation shall cause the same to be filed as required by law.

12. Any officer or Director may resign his office by a written resignation filed with or mailed to the Secretary of the Corporation.

ARTICLE IX.

In furtherance but not in limitation of the powers conferred by Statute of the State of Utah, the Board of Directors without the authorized consent, vote or other action of the stockholders, or any of them is expressly authorized:

From time to time, as and when, and upon such terms and conditions as it may determine, but for not less than its par value, to issue any part of the authorized capital stock of the Corporation.

To purchase, or otherwise acquire for the corporation, any property, rights or privileges which the corporation is authorized to acquire, at such prices or consideration, and generally upon such terms and conditions as it deems fit.

In its discretion to pay for any property or rights acquired by the Corporation, either wholly or partly in money, stock, bonds, debentures, or other securities of the corporation.

From time to time to fix and vary the amount of the working capital, and to direct and determine the use and disposition of any surplus or net profits, over and above the capital stock paid in; and in its discretion to use and apply such surplus or accumulated profits in acquiring the bonds or other obligations or shares of the capital stock of this corporation to such an extent and in such manner and upon such terms as the Board of Directors shall deem expedient,

to the extent permitted by the laws of the State of Utah.

To issue and sell, pledge or otherwise dispose of bonds, debentures or other obligations of the Corporation from time to time, without limitation as to amount, and for any of the objects or purposes of the Corporation, and if desired, to secure the same or any thereof by mortgage, pledge, deed of trust, or otherwise, upon all or any part of the property of every kind of the Corporation, and to cause the Corporation to guarantee bonds, debentures, dividends or other obligations of other corporations.

At any time, or from time to time, to sell, assign, transfer, convey, lease or otherwise dispose of the whole or any part of the property and assets of every kind and nature of the Corporation upon such terms and conditions as the Board of Directors may deem expedient for the best interests of the Corporation.

To procure the corporation to be licensed or recognized in any state, county, city or other municipality of the United States, the territories thereof, the District of Columbia, colonial possessions or territorial acquisitions, and in any foreign country, and in any town, city or municipality thereof, to conduct its business and have one or more offices therein.

To authorize and cause to be executed, mortgages and liens upon the real and personal property of the corporation.

From time to time to determine whether and to what extent, and at what time and place and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of this corporation, except as permitted by statute of the State of Utah or authorized by the Board of Directors or by resolution of the stockholders.

To fix and determine the amount and manner and mode of payment of salaries to be paid to officers and other agents, clerks, servants and employees of the corporation, including the compensation to be paid themselves as officers and directors thereof.

The corporate map, in its by-laws, confer powers additional to the foregoing upon the Directors in addition to the powers and authority expressly

conferred upon them by statute.

ARTICLE X.

The officers and directors of the Corporation, to serve until the first annual meeting of the stockholders, and until their successors are elected and qualified, are as follows:

DIRECTORS

Douglas J. Fife

Geneva H. Fife

Wendell Fife

OFFICERS

Douglas J. Fife - President

Geneva H. Fife - Vice President, Secretary, Treasurer.

ARTICLE XI.

Meetings of the Board of Directors may be held for the transaction of any business of the Corporation at such place outside of the State of Utah, or at any place within said State, as the Directors may by resolution or by law provide; and the Board of Directors may provide for one or more offices for the conduct of the business of the corporation within or outside the State of Utah in addition to the general office at Brigham City, Utah, and except as may be otherwise required by statute of the State of Utah, to cause the books of the Corporation to be kept outside the State of Utah at such place as may be from time to time designated by the Board of Directors.

ARTICLE XII.

There shall be an annual meeting of the stockholders held at the general office of the Corporation at Brigham City, Box Elder County, State of Utah, on the 30th day of April, 1956, and on the 30th day of April of each year thereafter, at 10 o'clock A.M. for the purpose of electing a Board of Directors and for the transaction of such other business as may be proper or convenient, pertaining to the welfare of the Corporation.

The Board of Directors may direct the calling of special meetings of the stockholders at such time and place as it may deem necessary, and at all such meetings of the stockholders, whether annual or special, a representation of a

majority of the outstanding capital stock of the Corporation (not including treasury stock) shall be necessary for the transaction of business; and no business, except to adjourn or to adjourn to a specified time, shall be transacted at any meeting of the stockholders unless a majority of such outstanding capital stock is represented in person or by proxy.

The failure to hold any annual or special meeting of the stockholders on the day or at the time appointed for the same shall not forfeit or interfere in any way with the corporate rights acquired by this agreement, and any such meeting may be held at any subsequent time upon giving ten (10) days' notice thereof by publication or by mailing to the stockholders at their respective addresses as they appear in the records of the company.

The Secretary shall, but in case of his failure any other officer of the Company may, give ten (10) days' notice of all special meetings of the stockholders by publication, as aforesaid. The notice must specify the purpose or purposes for which any such meeting is called. Notice may, but need not, be given of the annual meeting of the stockholders in accordance with the provisions of this Article XII.

Notice of any stockholders' meetings may be served by the Secretary or other officer of the Corporation, as the case may be, by delivering a copy to each stockholder personally, or by depositing notice thereof in a United States Post Office, with postage prepaid thereon, at least ten days prior to the date of such meeting, addressed to the addresses of the stockholders as the same appear of record on the Corporation's stock record, which delivery of such notice, or the mailing thereof as aforesaid, shall have the same effect as publication thereof, as aforesaid.

ARTICLE XIII.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this agreement and 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.

ARTICLE XIV.

The private property of the stockholders shall not be liable for any obligations or debts of the corporation.

ARTICLE XV.

The capital stock of the Corporation when issued, shall be fully paid and non-assessable.

ARTICLE XVI.

By-laws of the corporation shall be adopted, altered, amended or repealed by the affirmative vote of the Board of Directors or by the stockholders in any general meeting.

IN WITNESS WHEREOF, we have hereunto set our hands, this 1st day of April, 1955.

/s/ Douglas J. Fife

/s/ Geneva H. Fife

/s/ Wendell N. Fife

/s/ Lee A. Monson

/s/ Stephen Smith

STATE OF UTAH)
 : SS.
COUNTY OF KANE)

DOUGLAS J. FIFE, GENEVA H. FIFE and WENDELL N. FIFE, being each first duly sworn, on oath depose and says: That they are three of the incorporators mentioned in the foregoing Articles of Incorporation; that it is their bona fide intention to commence and carry out the business mentioned in said Articles of Incorporation; that they verily believe that each party thereto has paid or is able to and will pay the amount of the capital stock subscribed by him; that all of the capital stock subscribed by each stockholder has been paid in in the manner provided in Article VII of the Articles of Incorporation, and not less than ten per cent of the capital stock has been so paid. That they, and each of them are well acquainted with the property conveyed and transferred to the corporation as described in Article VII of the foregoing Articles of Incorporation; that said property is reasonably worth the sum of \$89,970.00 for which it is to be accepted by said corporation for said subscription to said capital stock, and that the fair cash value of said property is the sum of \$89,970.00, and that said property is necessary to the pursuits agreed upon.

/s/ Douglas J. Fife

/s/ Geneva H. Fife

/s/ Wendell N. Fife

Subscribed and sworn to before me this
8th day of April, 1955.

/s/ Herbert J. Corkey Jr.

NOTARY PUBLIC, residing at: Ogden, Utah

My commission expires:
Sept. 7, 1956