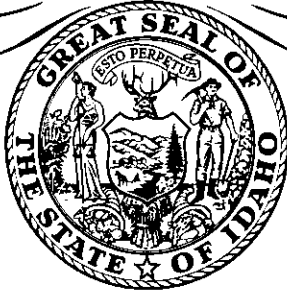


State of Idaho



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

GRAFE-WEEKS AND ASSOCIATES, INC.

a corporation duly organized and existing under the laws of **Nevada** 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** 19 **61**, a properly authenticated copy of its articles of incorporation, and on the **24th** day of **April** 19 **61**, a designation of **J. L. Liberle** in the County of **Ada** 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. 19**61**.

Secretary of State.

ARTICLES OF INCORPORATION
OF
GRAFE AND ASSOCIATES, INC.

* * * * *

FIRST: The name of the corporation is
GRAFE AND ASSOCIATES, INC.

SECOND: Its principal office in the State of Nevada is located at No. 206 North Virginia Street, Reno, Washoe County, Nevada. The name and address of its resident agent is The Corporation Trust Company of Nevada, No. 206 North Virginia Street, Reno, Nevada.

THIRD: The nature of the business, or objects or purposes proposed to be transacted, promoted or carried on are:

To carry on the business of contracting in all of its branches; to construct, erect, build, excavate, dredge, grade, pave, repair, wreck, remodel and equip, in whole or in part, buildings and structures of every description; public and private works of all kinds; roads, streets, sidewalks, pipe lines, bridges, viaducts, approaches, pavements, dams, locks, sewers, tunnels, canals, subways, aqueducts, channels and other waterways, foundations, piers, caissons, vaults, wharves, marine ways, and docks, ditches, conduits, reservoirs, railways and other systems of transportation; systems of water works; electric, hydraulic, power and gas plants, telephone, telegraph and lighting systems, factories and all structures built in whole or in part of wood, stone, brick, cement, iron, steel or combinations thereof.

From time to time to apply for, purchase or acquire by assignment, transfer or otherwise, and to exercise, carry out and enjoy any contracts, concessions, easements, leases, powers, authorities, franchises, ordinances, orders, licenses or monopolies or other rights which may be granted by any individual, association, corporation, state, municipality for or in relation to the construction erection, equipment, improvement, administration or control of works and control of works and concessions of internal or public or private use or utility, and to undertake, execute, carry out, sell or dispose of or otherwise turn to account the same. To execute performance and indemnity bonds for and on joint venture contracts.

To contract for the erection, construction or repair of any building, structure or improvement, public or private, and erect, construct or repair same or any part thereof, and to acquire, own, and prepare for use any materials for said purpose.

To exercise the power of eminent domain in this or any other state in which it may do business to the extent and in the manner permitted by law.

To procure, distribute, buy, sell, hire, rent, lease, operate, assemble, produce, repair, move, transport, haul, erect, install, improve, alter, equip, operate, trade, and deal in and with any and all kinds of materials, road machinery, road building, machinery and equipment, heavy construction machinery and equipment, contractor's equipment, automobiles, automobile trucks and other motor vehicles, trailers, tractors, electrical and steam appliances

and devices, and any and all other merchandise, machines and mechanical devices, tools, implements, contrivances and appurtenances of every kind and description which can be conveniently or advantageously used or sold in connection with any business of this corporation.

To design, purchase and sell steel and iron and other metal products and the manufacture of any or all of such products, and to design, sell, construct and erect engineering and architectural structures, and to contract for the construction and erection of such structures.

To explore, prospect, drill and mine for, to produce, prepare, gather, manufacture, process, treat, refine, distill and adapt, to purchase or in any manner acquire, and to sell, transport, distribute, handle, store, and generally deal in and with, petroleum and other oils, chemicals, vegetables substances, natural gases, mineral and volatile substances, asphalt, bitumen and bituminous substances of every kind and character for any and all purposes whatsoever, and any and all products, by-products and residual products thereof or therefrom; to purchase or otherwise acquire, sink, drill, develop, maintain, own, use, operate, sell, lease, mortgage, otherwise dispose of, and generally deal with oil and gas wells or interest therein, structures and equipment of all kinds, and to utilize, buy, sell, deal with and prepare for market any and all of the products thereof and therefrom.

To own and operate a ranch or ranches; to farm, cultivate, clear, plant, drain, build on, or otherwise improve and develop all or any of the lands of the company; to carry on the several businesses of farming, raising live stock, lumbering, mining, manufacturing, dealing and

trading in timber, coal, oil and minerals of all kinds, and to cut, harvest, mine, quarry, or otherwise acquire, purchase and dispose of all the stock, crops, growth, yield, produce, products and increases on or from any lands of the company, and to buy, rent, own, use and dispose of farm implements, machinery, tools and appurtenances.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names relating to or useful in connection with any business of this corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To borrow money and contract debts, when necessary for the transaction of its business, or for the exercise

of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge, or otherwise, or unsecured for money borrowed, or in payment for property purchased or acquired, or for any other lawful objects.

To purchase, hold, sell and transfer the shares of its own capital stock; and use therefor its capital, capital surplus, surplus, or other property or funds provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

To conduct business, have one or more offices, and hold, purchase, mortgage, and convey real and personal property of every class and description in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated hereinbefore or necessary or incidental to the protection and benefit of the corporation and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in the nature to the objects hereinbefore set forth.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

FOURTH: The amount of the total authorized capital stock of the corporation is One Thousand Dollars (\$1,000.00) consisting of one thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each.

FIFTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the by-laws of this corporation, provided that the number of directors shall not be reduced to less than three (3).

The names and post office addresses of the first board of directors, which shall be three in number, are as follows:

NAME	POST OFFICE ADDRESS
Paul Grafe	114 Olympic Boulevard Los Angeles, California
Everett Seabury	114 Olympic Boulevard Los Angeles, California
John C. Nielsen	114 Olympic Boulevard Los Angeles, California

SIXTH: The capital stock, after the amount of the subscription price, or par value, has been paid, shall not be subject to assessment to pay the debts of the corporation.

SEVENTH: The name and post office address of each of the incorporators signing the articles of incorporation are as follows:

NAME	POST OFFICE ADDRESS
I. B. Addington	Republic Natl Bank Bldg Los Angeles, California
H. J. Crumpler	Republic Natl Bank Bldg Los Angeles, California
D. L. Hayles	Republic Natl Bank Bldg Los Angeles, California

EIGHTH: The corporation is to have perpetual existence.

NINTH: In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized;

Subject to the by-laws, if any, adopted by the stockholders, to make, alter or amend the by-laws of the corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By resolution passed by a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in the resolution or in the by-laws of the corporation, shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of directors.

When and as authorized by the affirmative vote of stockholders holding stock entitling them to exercise at least a majority of the voting power given at a regular meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of

the voting stock issued and outstanding, the board of directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions as its board of directors deem expedient and for the best interests of the corporation.

TENTH: Meetings of stockholders may be held outside the State of Nevada, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Nevada at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

ELEVENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the articles of incorporation, in the manner now or hereafter prescribed by statute, or by the articles of incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Nevada, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands this 12th day of January 1960.


I. B. Addington


H. J. Crumpler


D. L. Hayles

STATE OF TEXAS)
 } SS
COUNTY OF DALLAS)

On this 12th day of January, 1960, before me,
the undersigned, a Notary Public in and for the county
and state aforesaid, personally appeared I. B. Addington,
H. J. Crumpler and D. L. Hayles, known to me to be the
persons described in and who executed the foregoing
instrument and who acknowledged to me that they executed
the same freely and voluntarily and for the uses and purposes
therein mentioned.

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

R L. McQuade
Notary Public

(SEAL)

ARTICLES OF INCORPORATION

OF

GRAFE AND ASSOCIATES, INC.

1094213

FILED AT THE REQUEST OF

Woodman, Roman, Kitch, Halden & Thompson

206 North Virginia Street

Reno, Nevada

January 14, 1960
(DATE)

JOHN KOONTZ, SECRETARY OF STATE

BY John Koontz
SECRETARY OF STATE

No. 76-60

FILING FEE \$ 25.00

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
GRAFE AND ASSOCIATES, INC.

BY
INCORPORATORS BEFORE PAYMENT
OF ANY PART OF THE CAPITAL

We, the undersigned, being two-thirds of the original incorporators of GRAFE AND ASSOCIATES, INC., a corporation organized under and existing by virtue of the Laws of the State of Nevada, having filed its Articles of Incorporation with the Secretary of State of Nevada on the 14th day of January, 1960 and a copy thereof, certified by the Secretary of State of Nevada, having been filed in the office of the Clerk of the County of Washoe, Nevada, on the _____ day of January, 1960, desire to amend said Articles of Incorporation in the manner hereinafter set forth, and do hereby certify that, to the date of this certificate, no part of the capital of said corporation has been paid, and that said Articles of Incorporation are amended in the manner following:

Article First of said Articles of Incorporation, reading as follows:

"FIRST: The name of this corporation shall be GRAFE AND ASSOCIATES, INC."

is hereby amended to read as follows:

"FIRST: The name of this corporation shall be WAGLE AND ASSOCIATES, INC."

Article Fourth of said Articles of Incorporation, reading as follows:

"FOURTH: The amount of the capital stock of

capital stock of the corporation is One Thousand Dollars (\$1,000.00) consisting of one thousand (1,000) shares of stock of the par value of One Dollar (\$1.00) each." is hereby amended to read as follows:

"FOURTH: The amount of the total authorized capital stock of the corporation is Four Thousand Dollars (\$4,000.00) consisting of four thousand (4,000) shares of stock of the par value of One Dollar (\$1.00) each."

IN WITNESS WHEREOF we have hereunto set our hands and seals, and executed these presents, this 25th day of January, 1961.

D. L. Hayles (SEAL)

H. J. Crumpler (SEAL)

STATE OF TEXAS }
COUNTY OF DALLAS } ss:

On this 25th day of January, in the year one thousand nine hundred and sixty one, before me, a notary public, in and for State and County aforesaid, personally appeared D. L. Hayles and H. J. Crumpler, known to me and to me known to be the persons described in and whose names are subscribed to and who executed the above and foregoing Certificate of Amendment of Articles of Incorporation, who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

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

Harold C. Broadt
Notary Public

HAROLD C. BROADT
Notary Public, Dallas County, Texas (Seal)
My Comm. Expires January 1, 1962

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF**

GRAFE AND ASSOCIATES, INC.

FILED AT THE REQUEST OF

WOODDEURN, FORMAN, FEDGE, BLAKEY, THOMPSON AND FOLSON
206 NORTH VIRGINIA STREET
RENO, NEVADA.

APRIL 18, 1961
(PART)

JOHN KOONTZ, SECRETARY OF STATE

BY William C. Sullivan
TREASURY SECRETARY OF STATE

No. 76-60

FILING FEE \$ 20.00

CONSENT TO USE OF NAME

GRAFE-WEEKS CORPORATION, a corporation organized under the laws of the State of Nevada, hereby consents to the qualification of GRAFE-WEEKS AND ASSOCIATES, INC. in the State of Idaho.

IN WITNESS WHEREOF, the said GRAFE-WEEKS CORPORATION has caused this consent to be executed by its president and attested under its corporate seal by its secretary, this 10th day of ^{April}~~January~~, 1961.

GRAFE-WEEKS CORPORATION

By *W. W. Weeks*
W. W. Weeks - President

Attest:

Everett Seabury
Everett Seabury - Secretary

(CORPORATE SEAL)