

State of Idaho

Department of State

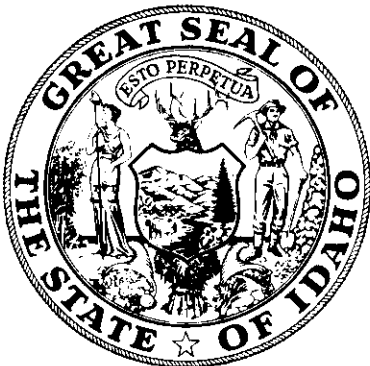
CERTIFICATE OF AUTHORITY OF

WILCOTT CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of WILCOTT CORPORATION for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to WILCOTT CORPORATION to transact business in this State under the name WILCOTT CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated December 31, 19 81



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

- 1. The name of the corporation is Wilcott Corporation
2. *The name which it shall use in Idaho is
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is February 6, 1981 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 600 Denver Club Building, 518 Seventeenth Street, Denver, Co. 80202
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Heavy Engineering Construction

8. The names and respective addresses of its directors and officers are:

Table with 3 columns: Name, Office, Address. Content: See Attached List

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Table with 3 columns: Number of Shares, Class, Par Value Per Share or Statement That Shares Are Without Par Value. Content: 10,000,000, Common, 1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
250,000	Common	1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated DEC 14, 19 81

Wilcott Corporation

By R.H. Roberts

R.H. Roberts

Its _____ President

and L.A. Wingerd

L. A. Wingerd

Its _____ Secretary

STATE OF CALIFORNIA)

COUNTY OF MONTEREY)

) ss:

I, CYNTHIA J. MOUNT, a notary public, do hereby certify that on

this 14th day of December, 19 81, personally appeared before

me R. H. Roberts, who being by me first duly sworn, declared that he

is the President of Wilcott Corporation

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.



Cynthia J. Mount
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

Wilcott Corporation

OFFICERS:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
J.A. Wilkinson	Chief Exec. Officer	P.O. Box 900 Watsonville, CA 95076
R.H. Roberts	President	" " "
G.D. Carey	Vice President	" " "
H.C. Coles	Vice President/Treas.	" " "
H.M. Heilbron, Jr.	Vice President	" " "
L.A. Wingerd	Secretary	" " "

DIRECTORS:

R.H. Roberts	P.O. Box 900, Watsonville, CA 95076
L.A. Wingerd	P.O. Box 900, Watsonville, CA 95076
R.C. Solari	P.O. Box 900, Watsonville, CA 95076
J.A. Wilkinson	P.O. Box 900, Watsonville, CA 95076

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ARTICLES OF INCORPORATION

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OF

WILCOTT CORPORATION

I, Peter J. Wall, being a natural person of more than eighteen (18) years of age, acting as an incorporator in order to organize and establish a corporation under and pursuant to the Colorado Corporation Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: WILCOTT CORPORATION

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.

ARTICLE IV

In furtherance of the purposes set forth in Article III of these Articles of Incorporation, the corporation

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shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under and pursuant to the laws of the State of Colorado, including, but not limited to, the power to enter into general partnerships, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in Article III of these Articles of Incorporation, jointly or in common with others. In addition, the corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE V

A. Authorized Shares. The aggregate number of shares which the corporation shall have authority to issue is 10,000,000 shares of common stock of the par value of \$1.00 each.

B. Transfer Restrictions. The corporation shall not have the right to impose restrictions upon the transfer of any shares of its common stock, or any interest therein.

C. Pre-emptive Rights. The holders of the shares of the common stock of the corporation shall not be entitled as of right to purchase or subscribe for any unissued or treasury shares of any class, or any additional shares of any class to be issued by reason of any increase of the authorized shares of the corporation of any class, or any bonds, certificates of indebtedness, debentures, or

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other securities, right, warrants or options convertible into shares of the corporation or carrying any right to purchase shares of any class in accordance with their proportionate equity in the corporation.

D. Cumulative Voting. The cumulative system of voting for Directors shall not be allowed in the manner provided by the Colorado Corporation Code.

E. Extraordinary Corporate Matters. The following actions may be authorized by the vote of a majority of the shareholders of the corporation:

1. Amendment of the Articles of Incorporation;
2. Distributions in partial liquidation;
3. Sale of all or substantially all of the assets of the corporation other than in the ordinary course of business;
4. Consent to merger or consolidation;
5. Consent to dissolution.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of not less than three (3) nor more than seven (7) members who need not be shareholders of the corporation or residents of the State of Colorado.

The names and addresses of the persons who are to serve as Directors of the corporation until the first annual meeting of shareholders, and until their successors shall be elected and shall qualify, are as follows:

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Richard M. Roberts
P.O. Box 899
Watsonville, California 95076

L.A. Wingerd
P.O. Box 900
Watsonville, California 95076

Richard C. Solari
P.O. Box 900
Watsonville, California 95076

Jerry A. Wilkinson
P.O. Box 900
Watsonville, California 95076

ARTICLE VII

No contract or other transaction between the corporation and any other person, firm, partnership, corporation, trust, joint venture, syndicate or other entity shall be in any way affected or invalidated solely by reason of the fact that any director or officer of the corporation is pecuniarily or otherwise interested in or is a director, officer, shareholder, employee, fiduciary or member of such other entity, or solely by reason of the fact that any director, officer, shareholder, employee, fiduciary or member of such other entity, or solely by reason of the fact that any director or officer individually, or any entity in which any director or officer is in any way interested, may be a party to or may be interested in a contract or other transaction of the corporation.

ARTICLE VIII

In addition to the other powers now or hereafter conferred upon the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation or by the laws

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of the State of Colorado, the Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of the stated capital or the capital surplus of the corporation, a portion of the corporate assets, in cash or in kind; subject, however to the limitations contained in the Colorado Corporation Code.

ARTICLE IX

The address of the initial registered office of the corporation is 600 Denver Club Building, 518 Seventeenth Street, Denver, Colorado, and the name of the initial registered agent of the corporation at such address is Peter J. Wall.

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provisions contained in, or to add any provisions to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Colorado Corporation Code, and all rights and powers conferred upon directors and shareholders hereby are granted subject to this reservation.

ARTICLE XI

The name and address of the incorporator of the corporation is as follows:

Peter J. Wall
Berne and Wall
600 Denver Club Building
518 Seventeenth Street
Denver, Colorado 80202

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STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act, the undersigned corporation, or
agent under the laws of the State of Colorado, submits the following statement for the
purpose of changing its registered office or its registered agent, or both, in the State of Colorado:

First: The name of the corporation is Wilcott Corporation

Second: The address of its REGISTERED OFFICE is 1700 Broadway, Denver, Colorado 80202

Third: The name of its REGISTERED AGENT is THE CORPORATION CORPSEY

Fourth: The address of its registered office and the address of the business office of its registered
agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is none

Wilcott Corporation (Note 1)

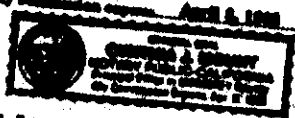
By H. C. Coles (Note 2)
in Yours Presence

STATE OF CALIFORNIA
County of MONTEREY

Before me, CYNTHIA J. MOUNT, a Notary Public in and for the said County
and State, personally appeared H. C. Coles, who acknowledged before me
that he is the Man President of Wilcott Corporation
Colorado, a corporation, that he signed the foregoing, and that the statements
contained therein are true.

In witness whereof I have hereunto set my hand and seal this 8 day of October
A. D. 1988

My commission expires April 8, 1991



[Signature]
H. C. Coles

- 1. Exact corporate name of corporation making the statement.
- 2. Signature and title of officer signing for the corporation, - must be President or Vice-President except for nonprofits.
- 3. Signature of Notary Public must be exactly as shown on Notarial Seal, and must agree with outside commission.
- 4. This document must be notarized.

FORM NO. 100
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