

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

INDUSTRIAL ENTERPRISES CORPORATION

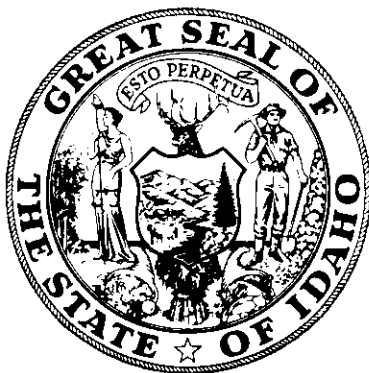
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

INDUSTRIAL ENTERPRISES 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 16, 1984



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

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 INDUSTRIAL ENTERPRISES CORPORATION
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Oregon
4. The date of its incorporation is May 5, 1983 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 14714 S. Redland Road, Oregon City, Oregon 97045
6. The address to which correspondence should be addressed, if different from that in item 5 _____
7. The street 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
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Paint contracting business

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

Name	Office	Address
James L. Garvison Sr.	Pres/Dir	17106 S. Holly Lane Oregon City, Oregon 97045
Jeffery H. Garvison	Sec/Treas/Dir	" "

10. The aggregate number of shares which it has authority to issue, 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
500	Common	NPV

(continued on reverse)

11. 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
200	common	without par value

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

13. 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 February 2, 19 84

INDUSTRIAL ENTERPRISES CORPORATION

By James L. Garvison Sr.

JH James L. Garvison Sr. Its President, by Jeffery H. Garvison, his Attorney-in-Fact

and JH Jeffery H. Garvison

Its Secretary-Treasurer

STATE OF Oregon)

COUNTY OF Multnomah) ss:

I, PAUL S. HYBERTSEN, a notary public, do hereby certify that on

this 2nd day of February, 19 84, personally appeared before

me JEFFERY H. GARVISON, who being by me first duly sworn, declared that he

is the Secretary-Treasurer of INDUSTRIAL ENTERPRISES CORPORATION

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

Paul S. Hybertsen

Notary Public

My commission expires: 3/24/85

*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.

TK

KNOW ALL MEN BY THESE PRESENTS, That I, JAMES L. GARVISON, SR.have made, constituted and appointed, and by these presents do hereby make, constitute and appoint
JEFFREY H. GARVISON

my true and lawful attorney for me and in my name, place and stead, and for my use and benefit to demand, sue for, recover, collect and receive all such sums of money, debts, rents, dues, accounts, legacies, bequests, interests, dividends, annuities and demands whatsoever, as are now or shall hereafter become due, owing, payable or belonging to me, to have, use and take all lawful ways and means in my name or otherwise for the recovery thereof, and to compromise, settle and adjust and to execute and deliver acquittances or other sufficient discharges for any of the same; to bargain, contract for, purchase, receive and take lands, tenements, hereditaments, and accept the seizin and possession thereof and all deeds and other assurances in the law therefor and to lease, let, demise, bargain, sell, remise, release, convey, mortgage and hypothecate lands, tenements and hereditaments, including my right of homestead in any of the same for such price, upon such terms and conditions and with such covenants as my said attorney shall think fit; to sell, transfer and deliver all or any shares of stock owned by me in any corporation for any price and receive payment therefor and to vote any such stock as my proxy; to bargain for, buy, sell, mortgage, hypothecate and in any and every way and manner deal in and with goods, wares and merchandise, choses in action, and other property in possession or in action, and to make, do and transact all and every kind of business of whatsoever nature or kind; for me and in my name and as my act and deed, to sign, seal, execute, acknowledge and deliver all deeds, covenants, indentures, agreements, mortgages, pledges, hypothecations, bills of lading, bills, bonds, notes, evidences of debt, receipts, releases and satisfactions of mortgages, judgments and other debts payable to me and other instruments in writing of whatever kind and nature which my said attorney in his discretion shall deem to be for my best interests; to have access to any safety deposit box which has been rented in my name, or in the name of myself and any other person or persons; to sell, discount, endorse, deliver and/or deposit all checks, drafts, notes and negotiable instruments payable to my order, to withdraw any moneys deposited in my name with any bank and generally to do any business with any bank or banker on my behalf; also

GIVING AND GRANTING unto my said attorney full power and authority to do and perform all and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that my said attorney or my said attorney's substitute or substitutes shall lawfully do or cause to be done by virtue of these presents.

In construing this instrument and where the context so requires, the singular includes the plural.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on 29th December, 1983

JAMES L. GARVISON, SR.

STATE OF OREGON, County of Clatsop) ss. 1983
Personally appeared the within named JAMES L. GARVISON, SR.

and acknowledged the foregoing instrument to be his voluntary act and deed.

Before me: John M. Garvison

Notary Public for Oregon.

My Commission expires 11/24/84

(SEAL)

Power of Attorney

JAMES L. GARVISON, SR.

To

JEFFREY H. GARVISON

AFTER RECORDING RETURN TO

(DON'T USE THIS
SPACE: RESERVED
FOR RECORDING
LABEL IN COUNTIES
WHERE USED.)

STATE OF OREGON

County of Clatsop } ss.

I certify that the within instrument was received for record on the 29th day of December, 1983, at 5 o'clock P.M., and recorded in book/reel/volume No. 11/24/84, on page 1, or as fee/file/instrument/microfilm/reception No. 11/24/84, Record of Clatsop County.

Witness my hand and seal of County affixed.

NAME

TITLE

By John M. Garvison Deputy

State of Oregon

Department of Commerce Corporation Division

I, Jane Edwards, Corporation Commissioner and Custodian of the Seal of the Corporation Division of the Department of Commerce of the State of Oregon, do hereby certify that I have carefully compared the annexed copies

with the record now on file in my office, and that the same is a correct transcript therefrom, and of the whole thereof. I further certify that this authentication is in due form and by the proper officer.

In Testimony Whereof, *I have hereunto set my hand and affixed hereto the seal of the Corporation Division of the Department of Commerce of the State of Oregon this 8th day of February, 1984.*



Jane Edwards

Corporation Commissioner

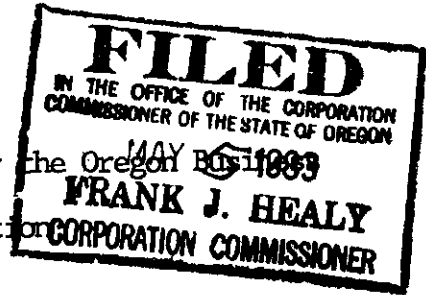
By Betty L. Cozby

ARTICLES OF INCORPORATION

NO. 168750

OF

INDUSTRIAL ENTERPRISES CORPORATION



The undersigned persons, acting as incorporators under the Oregon Corporation Act, adopt the following Articles of Incorporation

I

The corporation name shall be Industrial Enterprises Corporation and it's existence shall be perpetual.

II

The address of the registered office of the corporation is P. O. Box 995,
14714 S. Redland Rd.
Oregon City, Oregon 97045, and the registered agent at that address is James L. Garvison, Sr.

III

The aggregate number of shares which the corporation shall be authorized to issue is 500 shares of no par value common stock.

IV

The corporation shall have one director to serve as the initial Board of Directors until the first annual meeting of shareholders. James L. Garvison, Sr., shall serve as director until said meeting.

V

The corporation shall have the following purposes and powers;

- (1) to engage in any activity for which corporations may be organized under ORS, Chapter 57;
- (2) to own, operate, maintain and conduct a painting and construction contracting business;
- (3) to engage in such lawful activities as are necessary and beneficial for the accomplishments of any of it's powers as set forth herein.

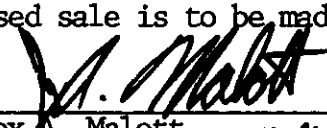
VI

The corporation shall indemnify, reimburse, exonerate and defend any present or former director, officer, employee or agent for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by such person or caused by them

while acting on behalf of the corporation or Industrial Enterprises, a proprietorship.

VII

No shareholder shall transfer or alienate any shares of the corporation without first giving notice to the corporation through it's secretary, sixty days before said transfer. The notice shall include the price, terms, conditions of such sale as well as the name(s) of the prospective buyer. The corporation or it's shareholders shall have, during the sixty days period, the right to purchase such shares at the price and on the terms at which the proposed sale is to be made.



Rex A. Malott - INCORPORATOR
RT 2, BOX 200A
NEWBERG, ORE 97132

State of Oregon)

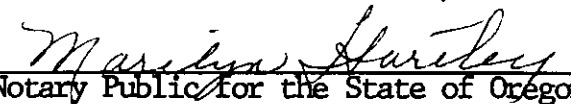
) ss.

County of Marion
Clackamas)

I, Rex A. Malott, being first duly sworn, declare that I am the person who signed the foregoing Articles and that the statements therein are true.


Rex A. Malott

Subscribed and sworn to before me this 4th day of May 1983


Marilyn Sturley
Notary Public for the State of Oregon
My commission expires 2-11-86