

CERTIFICATE OF AUTHORITY
OF

KIEWIT CONSTRUCTION COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **KIEWIT CONSTRUCTION COMPANY**

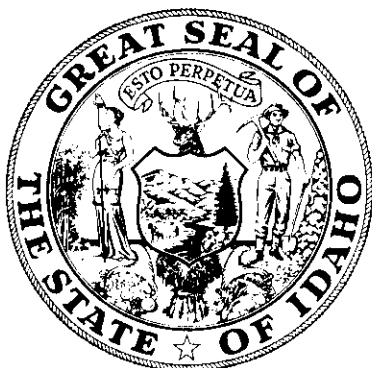
_____ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **KIEWIT CONSTRUCTION COMPANY**

to transact business in this State under the name **KIEWIT CONSTRUCTION COMPANY**

_____ and attach hereto a duplicate original of the Application for such Certificate.

Dated **March 24, 1983**



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 Kiewit Construction Company
2. *The name which it shall use in Idaho is _____
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is December 1, 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 100 West Tenth Street, Wilmington, Delaware 19801
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 CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To conduct all phases of the general construction
and contracting business, including any acts or business related
thereto.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached Rider	
James L. Knight	Director	1000 Kiewit Plaza, Omaha, NE

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:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
25,000	Common	\$1,000

(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
3,000	Common	\$1,000

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 3-7, 19 83

Kiewit Construction Company

By

James L. Knight

Its _____ President

and

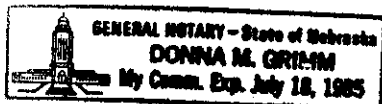
R. C. Hurst

Its _____ Secretary

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

I, Donna M. Gumm, a notary public, do hereby certify that on this 7th day of March, 19 83, personally appeared before me James L. Knight, who being by me first duly sworn, declared that he is the President of Kiewit Construction Company

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



Donna M. Gumm
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.

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

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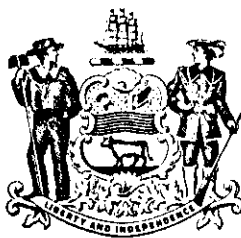
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
25,000	Common	\$1,000

(continued on reverse)

R I D E R
OF
KIEWIT CONSTRUCTION COMPANY
O F F I C E R S

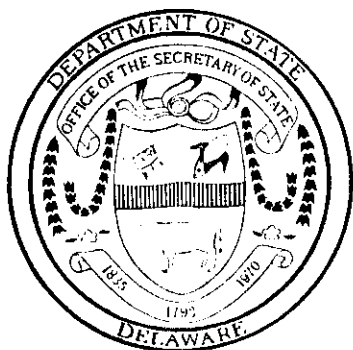
<u>NAME</u>	<u>OFFICE HELD</u>	<u>ADDRESS</u>
James L. Knight	President	1000 Kiewit Plaza Omaha, Nebraska
C. R. Tomek	Vice-President	3921 Mason Street Omaha, Nebraska
Harvey Aronson	Vice-President	1000 Kiewit Plaza Omaha, Nebraska
Elwin W. Anderson	Vice-President	4520 N.E. 86th Seattle, Washington
William W. Roberts	Vice-President	1000 Kiewit Plaza Omaha, Nebraska
R. C. Hurst	Secretary	1000 Kiewit Plaza Omaha, Nebraska





State of DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Incorporation
filed in this office on _____ December 1, 1981.





Glenn C. Kenton, Secretary of State
BY:  _____
DATE: February 18, 1983 _____

FILED

CERTIFICATE OF INCORPORATION

OF

KIEWIT CONSTRUCTION COMPANY

DEC 1 1981 10 AM

Wm C. Keaton
SECRETARY OF STATE

1. The name of the corporation is: Kiewit Construction Company.
2. The address of its registered office in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred Thousand (100,000), with a par value of One Thousand Dollars (\$1,000.00) per share, all of which shares shall be of one class and shall be designated as Common Stock.

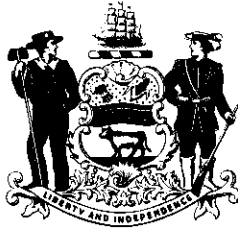
No stockholder shall be entitled as a matter of right to subscribe for and receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or of bonds, debentures, or other accounts receivable and securities convertible into stock, but such additional shares of stock or other accounts receivable and securities convertible into stock, may be used or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.
5. At all meetings of stockholders, each holder of record of Common Stock shall be entitled to vote and shall have one vote for each share of such stock standing in his name on the books of the corporation.
6. The board of directors is authorized to make, alter or repeal the by-laws of the corporation. Election of directors need not be by ballot.
7. The name and mailing address of the incorporator is:

M. A. Ferrucci
100 West Tenth Street
Wilmington, Delaware 19801

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 30th day of November, 1981.

M. A. Ferrucci
M. A. Ferrucci

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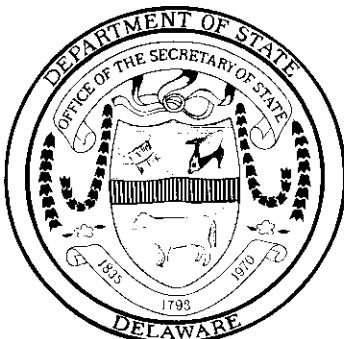


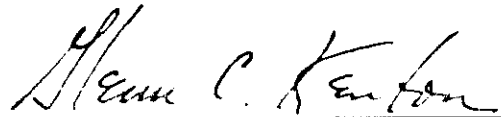
State of DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
Certificate of _____ Amendment _____
filed in this office on _____ February 18, 1983 _____.




Glenn C. Kenton, Secretary of State

BY:  _____

DATE: _____ February 18, 1983 _____

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
KIEWIT CONSTRUCTION COMPANY

Kiewit Construction Company, a corporation organized and existing under and by virtue of the laws of the State of Delaware, does hereby certify by its President, James L. Knight, and its Secretary, R. C. Hurst, that:

1. The Amendment set forth hereinafter was approved and declared advisable by the Board of Directors of the corporation at a special meeting of the Board held on February 14, 1983.

2. At a special meeting of the stockholders of said Corporation duly called for the purpose of amending the Certificate of Incorporation, and held on February 14, 1983, after first obtaining from all shareholders a written Waiver of Notice of said meeting, it was resolved by the vote of the holders of a majority of the shares of all classes of stock of the Corporation and by the vote of the holders of a majority of the shares of each class of stock of the Corporation that the Certificate of Incorporation of Kiewit Construction Company be amended to read as set forth hereinafter.

3. The Certificate of Incorporation of Kiewit Construction Company is amended by striking paragraph 4. in its entirety and by inserting in lieu thereof a new paragraph 4. in words and figures as follows:

"4. The total number of shares of stock which the corporation shall have authority to issue is Twenty-Five Thousand (25,000), with a par value of One Thousand Dollars (\$1,000.00) per share, all of which shares shall be of one class and shall be designated as Common Stock.

No stockholder shall be entitled as a matter of right to subscribe for and receive additional shares of any class of stock of the corporation, whether now or hereafter authorized, or of bonds, debentures, or other accounts receivable and securities convertible into stock, but such additional shares of stock or other accounts receivable and securities convertible into stock, may be used or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable."

4. The Amendment to the Certificate of Incorporation of Kiewit Construction Company was duly adopted in accordance with the provisions of Section 242, as amended, of the General Corporation Law of the State of Delaware.

5. The capital of the Corporation will not be reduced under or by reason of said Amendment.

6. This Certificate of Amendment is filed to be effective, in accordance with Section 103 of the General Corporation Law of the State of Delaware, upon its filing date as determined by delivery to the Office of the Secretary of State of Delaware.

IN WITNESS WHEREOF, the said Kiewit Construction Company has caused its corporate seal to be hereinto affixed and this Certificate to be signed by James L. Knight, its President, and attested by R. C. Hurst, its Secretary, this 14th day of February, 1983.

KIEWIT CONSTRUCTION COMPANY
a Delaware Corporation

ATTEST:

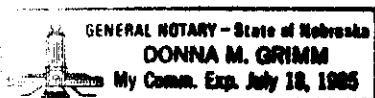
R. C. Hurst
R. C. Hurst, Secretary

BY: James L. Knight
James L. Knight, President

STATE OF NEBRASKA }
 } ss.
COUNTY OF DOUGLAS }

KNOW ALL MEN BY THESE PRESENTS: That on the 14th day of February, 1983, personally came before me, Donna M. Grimm, a notary public in and for said County, James L. Knight, President of Kiewit Construction Company, and R. C. Hurst, Secretary of Kiewit Construction Company, and stated that they had executed the foregoing Certificate and acknowledged the same as their free and voluntary act and deed and the free and voluntary act and deed of Kiewit Construction Company, that the seal affixed to said Certificate is the corporate seal of Kiewit Construction Company, and that they stated that the facts and matters therein stated are true.

IN WITNESS WHEREOF, I have set my hand and affixed my notarial seal in Omaha, Nebraska on the day and year last above mentioned.



Donna M. Grimm
Notary Public

My Commission Expires July 18, 1985