

Department of State.

**CERTIFICATE OF INCORPORATION
OF**

FENIX CONSTRUCTION, INC.

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 the above named 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: January 18, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by:

Elizabeth M. Zabala

ARTICLES OF INCORPORATION

OF

FENIX CONSTRUCTION, INC.

An Idaho Corporation

JAN 18 11 32 AM '91
SECRETARY OF STATE

We, the undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following articles for such corporation:

FIRST: The name of the corporation is FENIX CONSTRUCTION, Inc., an Idaho Corporation.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are providing general construction services, and all other lawful purposes allowed under the Idaho Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares having a one dollar (\$1.00) par value.

FIFTH: The shareholders shall have the preemptive right to acquire additional or treasury shares of the corporation.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are:

- a. The corporation shall have the right to purchase its own shares out of retained earnings to the extent of the unreserved and unrestricted amount of such earnings available.
- b. The corporation may, by its by-laws, provide restrictions on the sale or other disposition of its shares and on the transfer thereof by providing preemptive or prior rights to the corporation or its shareholders to purchase any of its shares offered for transfer.
- c. The Board of Directors may from time to time distribute to the shareholders in partial liquidation of its capital of the corporation, a portion of its assets in cash or property, subject to the provisions of the Idaho Business Corporation Act.

SEVENTH: The address of the initial registered office of the corporation is 200 N. 4th. St. #302 Boise, Ada County, Idaho, and the name of its initial registered agent at such address is Trena Fenix.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Trena Fenix
200 N. 4th St. #302
Boise, Idaho 83702

Lori Fenix
200 N. 4th St. #302
Boise, Idaho 83702


NINTH: The number of directors to be elected at the annual meeting of shareholders next following the time when the shares of the corporation become owned beneficially or of record by more than one or two shareholders, as the case may be, or at a special meeting called for the election of directors after such time, shall not be less than two except that in the case where all of the shares of the corporation are owned beneficially and of record by either one or two of the shareholders, the directors may be either one or two, but not less than the numbers of shareholders.

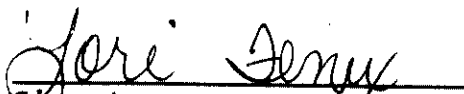
TENTH: The name and address of each incorporator is:

Lori fenix,
200 N. 4TH ST #302
Boise, Idaho 83702

Trena Fenix
200 N. 4TH ST #302
Boise, Idaho 83702

DATED this seventh day of January, 1991.


Signature


Signature