

FILED

FEB 11 4 17 PM '98

ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
STATE OF IDAHO

KEITHLEY CONSTRUCTION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST

The name of the corporation is Keithley Construction, Inc.

SECOND

The period of its duration is perpetual.

THIRD

The purpose for which the corporation is organized is the transaction of any or all lawful business for which the corporation may be incorporated under the Idaho Business Corporation Act.

FOURTH

The aggregate number of shares which the corporation shall have the authority to issue is 10,000.

FIFTH

Shareholders shall have a preemptive right to acquire unissued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares, except as provided in the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE

02/12/1998 09:00
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SIXTH

The location of the initial registered office of the corporation is 13485 State Highway 55, Lake Fork, Idaho 83635 and the name of its initial registered agent is Scott Keithley.

SEVENTH

The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who are to serve until the first annual meeting of the shareholders and until their successors are elected and qualified is:

Scott Keithley
P.O. Box 14
Lake Fork, Idaho 83635

Donna Keithley
P.O. Box 14
Lake Fork, Idaho 83635

EIGHTH

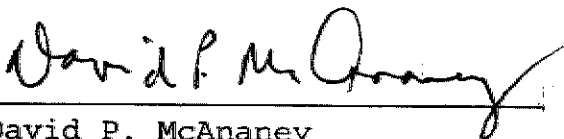
The name and address of the incorporator is as follows:

David P. McAnaney
1087 West River Street, Suite 100
Boise, Idaho 83701

NINTH

The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the corporation and to adopt new By-Laws, subject to repeal or change by a majority vote of the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of February, 1998.


David P. McAnaney