

FILED
DEC 28 3 05 PM '99

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

LIBERTY ROAD CONSTRUCTION INC.

NOW KNOWN AS

POWDER RIVER EXCAVATION AND ROAD CONSTRUCTION, INC.

The undersigned board of directors of Liberty Road Construction Inc., acting after approval of the shareholders as required by law, adopts the following Restated Articles of Incorporation, to supersede all past Articles of Incorporation and Amendments thereto, for such corporation, to-wit:

Article One

The name of the corporation is hereby changed from LIBERTY ROAD CONSTRUCTION INC. to POWDER RIVER EXCAVATION AND ROAD CONSTRUCTION, INC.

Article Two

The duration of this corporation is perpetual.

Article Three

The purpose for which the corporation is organized is to conduct the business of excavation and road construction, and such other lawful businesses as may from time to time be determined by the Board of Directors; and all other legal activities for which corporations may be incorporated under the Idaho Business Corporation Act.

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Article Four

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The aggregate number of shares which the corporation shall have the authority

to issue is 1000 shares, having a par value of One and No/100ths dollars (\$1.00) per share. Said shares shall not be issued until they are fully paid for and, once issued, are non-assessable.

Article Five

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying the debts of this corporation.

Article Six

The number of directors of this corporation shall be as specified in the by-laws of the corporation, and any such number may be increased or decreased from time to time in such a manner as may be prescribed in the by-laws and in accordance with the Idaho Business Corporation Act. The number of directors constituting the initial board of directors is two (2), and the name and address of each person who is to serve as a director until the first annual meeting of shareholders, or until his successor is elected and qualified, are as follows:

- (a) Buck Cox
23186 Hartley Lane
Middleton, ID 83644
- (b) Connie Cox
23186 Hartley Lane
Middleton, ID 83644

Article Seven

The initial by-laws shall be adopted by the board of directors and shall control the internal affairs of the corporation. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual meeting or special meeting of the board of directors called for that purpose, or by resolution of the directors in accordance with law.

These Articles of Incorporation may be amended by a majority vote at any annual or special meeting of the shareholders, either upon consideration of a resolution for amendment adopted by the board of directors, or upon consideration of a resolution adopted by the holders of not less than fifty-one (51%) per cent of all shares entitled to vote at such a meeting.

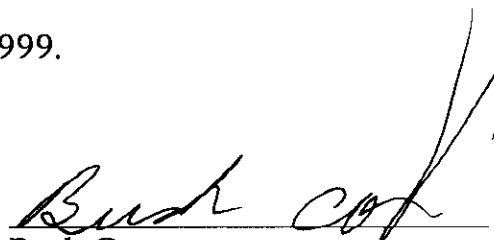
Article Eight

The pre-emptive rights are not to be limited except to the extent that the same are altered by an amendment to these Articles of Incorporation, according to the by-laws and Idaho law.

Article Nine

The address of the registered office of the corporation is 23186 Hartley Lane, Middleton, ID 83644, and the name of the registered agent at such address is Buck Cox.

DATED This 27th day of December, 1999.



Buck Cox
President/Treasurer
Member of Board of Directors

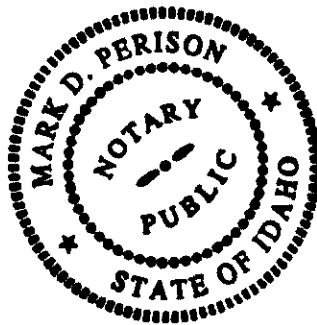


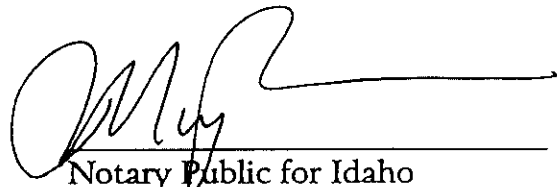
Connie Cox
Vice-President/Secretary
Member of Board of Directors

STATE OF IDAHO)
) ss.
County of Ada)

On this 27th day of December, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Buck Cox and Connie Cox, known to me to be the persons who executed the within and foregoing instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.





Notary Public for Idaho
Residence: Boise, Idaho
Commission Expires: 12-08-04

**VOTE BY SHAREHOLDERS ON
RESTATED ARTICLES OF INCORPORATION**

Upon recommendation by the Board of Directors, and after notice and review, the Shareholders of Liberty Road Construction, Inc., hereby adopt the Restated Articles of Incorporation as set forth in the attached Exhibit "A" and authorize the Board of Directors to file the same with the Secretary of State of the State of Idaho.

Votes cast as follows:

TOTAL OUTSTANDING SHARES: 1000

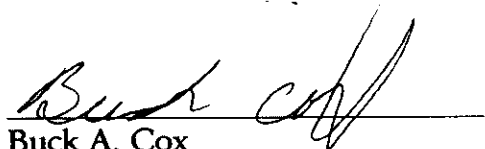
<u>Shareholder</u>	<u>Total Shares</u>	<u>Shares in Favor</u>	<u>Shares Opposed</u>
Buck Cox	900	900	0
Connie Cox	100	100	0
TOTAL	1000	1000	0

SIGNED:

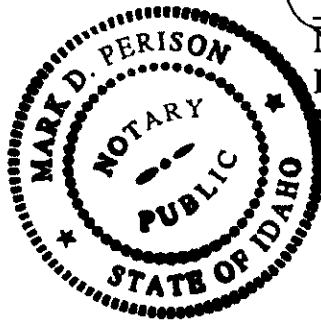

Buck A. Cox
Shareholder

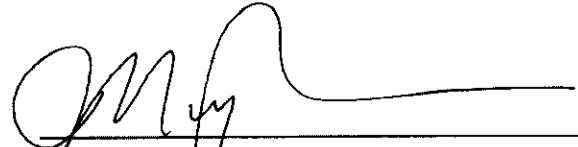

Connie Cox
Shareholder

I, Buck A. Cox, President and Member of the Board of Directors of Liberty Road Construction, Inc., hereby certify that all shareholders were provided notice of and a copy of the proposed Restated Articles of Incorporation attached hereto as Exhibit "A", that all shareholders cast their votes on adoption of the Restated Articles of Incorporation, and that the results reflected herein are the true and correct votes of each Shareholder.


Buck A. Cox
President

SUBSCRIBED AND SWORN to before me this 27th day of December, 1999.





Notary Public for Idaho
Residing At: Base, Idaho
My Commission Expires 12-08-04