

CERTIFICATE OF INCORPORATION
OF

HEADWATERS SOLUTIONS, INC.

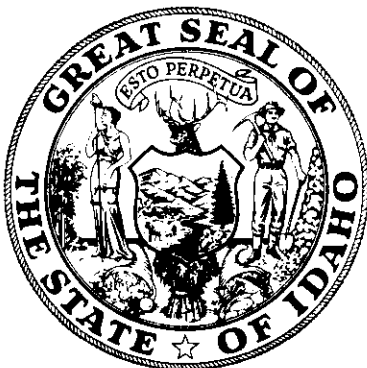
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

HEADWATERS SOLUTIONS, INC.

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: *May 1, 1981*



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

May 1 8 43 AM '81
SECRETARY OF STATE
ARTICLES OF INCORPORATION
OF
HEADWATERS SOLUTIONS, INC.

I, Gordon Snyder, Jr., a person over the age of eighteen years acting as incorporator of the Corporation under the Idaho Business Corporation Act, adopt the following articles of Incorporation for such Corporation.

ARTICLE ONE

NAME

The name of the Corporation is Headwaters Solutions, Inc.

ARTICLE TWO

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE THREE

PURPOSES AND POWERS

This Corporation is organized for the purpose of transacting any and all lawful business for which Corporations may be incorporated under the Idaho Business Corporation Act, except the business of banking or insurance.

The Corporation shall have and exercise all the powers necessary and proper for the execution of its purpose.

ARTICLE FOUR

AUTHORIZED SHARES

The aggregate number of shares that the Corporation shall have the authority to issue is 2 million (2,000,000.00) shares of Common Stock with par value of one cent (\$.01) per share.

ARTICLE FIVE

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 303 East Fifth St., Moscow, Idaho 83843. The registered agent of the corporation, located at the above address is Gordon Snyder.

ARTICLE SIX

INITIAL DIRECTORS

The initial Board of Directors shall consist of one director who is Gordon Snyder, whose address is 115 Short St., Moscow, Idaho 83843.

ARTICLE SEVEN

INCORPORATES

The sole incorporator of the Corporation is Gordon Snyder whose address is 115 Short St., Moscow, Idaho 83843.

ARTICLE EIGHT

AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend the Articles of Incorporation in any manner now or hereafter permitted by law.

EXECUTED in duplicate this 22nd day of April, 1981.


GORDON SNYDER - Incorporator