

ARTICLES OF INCORPORATION
OF
PERFORMANCE ENGINEERS, INC.

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SECRETARY OF STATE
STATE OF IDAHO

ARTICLE I

The name of the Corporation is Performance Engineers, Inc.

ARTICLE II

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Idaho Business Corporation Act (I.C. § 30-1-101, *et seq*).

ARTICLE III

The duration of the Corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the Corporation shall have authority to issue is:

Class A:	1,000 shares of voting common stock
Class B:	1,000 shares of non-voting common stock

The board of directors of the Corporation shall have the authority to divide the Class B non-voting common stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of Class B non-voting stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors.

ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein, all outstanding shares of Class B common stock shall be non-voting shares. Holders of Class B common stock shall not be entitled to notice of all shareholder meetings, and shall not be entitled to vote at shareholder meetings.
2. Each holder of Class A common stock shall have one (1) vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the board of directors by the holders of Class A common stock, voting as a class, shall be determined by the Corporation's Bylaws.

IDAHO SECRETARY OF STATE
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3. Except as otherwise provided herein, consent or affirmative vote of a majority of the outstanding shares of Class A common stock shall be required to amend the Articles of Incorporation to:

- A. Change the terms and provisions governing the Class B non-voting common stock;
- B. Merge the Class B non-voting common stock and the Class A voting common stock into a single class of stock;
- C. Create a new class of stock which has greater rights on liquidation than the Class B non-voting common stock;
- D. Increase the authorized number of shares of the Class B non-voting common stock;
- E. Change the terms and provisions governing any class of stock other than the Class B non-voting common stock;
- F. Create a new class of stock which has lesser rights on liquidation than the Class B non-voting common stock or, if there are no shares of Class B non-voting common stock then outstanding, create any new class of stock; or
- G. Increase the authorized number of shares of any class of stock of the Corporation except the class of Class B non-voting common stock.

4. On matters submitted for shareholder approval, a simple majority of the common shares is required with respect to all matters not specifically set forth in these Articles or by law.

ARTICLE VI

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefore.

ARTICLE VII

The Corporation shall indemnify to the fullest extent permitted by the Idaho Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another Corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Idaho Business Corporation Act.

ARTICLE VIII

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Idaho Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The Bylaws of the Corporation may be amended by majority vote of either the directors or the Class A common shareholders.

ARTICLE X

In the case of any liquidation, the holders of Class A voting common stock and Class B non-voting common stock shall have equal right to any distribution upon the dissolution, liquidation or winding up of the affairs of the Corporation.

ARTICLE XI

At any time, the Corporation may require the redemption of all or part of the then outstanding Class B non-voting common stock held by such shareholder. The redemption price shall be established on an annual basis by the board of directors in their sole discretion, plus any accrued but unpaid dividends associated with such share. The purchase price for such share shall be payable by the Corporation, at its principal business office, no later than ninety (90) days after the Corporation sends notice of such redemption to the shareholder at the address of the shareholder contained in the Corporation's records and after the Corporation receives the return of the certificate or certificates representing such shares or such proof of the loss or destruction of such shares as the Corporation deems acceptable in its discretion. Upon the earlier of the delivery of such redemption notice to the shareholder, or upon deposit of such redemption notice in the United States mails, first class postage prepaid, addressed to the record holder of such shares on the records of the Corporation, such shares shall immediately cease to exist and the holder thereof shall immediately cease to possess any of the rights thereto set forth in the Corporation's Articles of Incorporation or by law except for such right to payment set forth in this Article.

ARTICLE XII

The number of directors of the Corporation shall be fixed by the Bylaws of the Corporation. The initial board of directors shall consist of two (2) directors, whose names and addresses are as follows:

Kendall R. Hoyd

611 E. Third Street
Meridian, ID 83642

Michael G. Hill

611 E. Third Street
Meridian, ID 83642

ARTICLE XIII

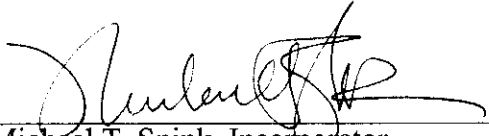
The initial registered agent of the Corporation is Kendall Hoyd. The street address of the Corporation's initial registered office is 611 E. Third Street, Meridian, Idaho 83642.

ARTICLE XIV

The name and address of the incorporator of the Corporation is Michael T. Spink, 251 E. Front Street, Suite 200, Boise, Idaho 83702.

IN WITNESS WHEREOF, the undersigned being all of the incorporators of said Corporation execute these Article of Incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated this 1st day of September, 2004.



Michael T. Spink, Incorporator



**BOARD OF PROFESSIONAL ENGINEERS
AND PROFESSIONAL LAND SURVEYORS**

600 SOUTH ORCHARD, SUITE A
BOISE, IDAHO 83705-1242
(208) 334-3860 TDD RELAY 1-800-377-3529

September 22, 2004

Performance Engineers, Inc.
P.O. Box 240
Meridian, ID 83680

ATTENTION: President, Performance Engineers, Inc.

Dear Mr/Ms President:

Your application for a Certificate of Authorization to practice professional engineering through your business entity in Idaho was reviewed and approved. Enclosed you will find a Certificate of Authorization for Performance Engineers, Inc. Your application and certificate covers the period through July 31, 2005. A notice of renewal will be sent to you approximately thirty days prior to the renewal date (August 1, 2005).

We call your attention to Section 54-1235, Idaho Code (Practice by a Business Entity) of the Engineering and Land Surveying Law, which provides that the business entity must keep the Board advised of changes in professional engineers who will have responsible charge of professional engineering work done in Idaho.

If you have not already done so, you may be required to file for a Certificate of Authority with the Secretary of State's office. They can be contacted at (208) 334-2301 for further information.

Sincerely yours,

A handwritten signature in cursive script that reads "Jennifer Rowe".

Jennifer Rowe
Administrative Secretary

Enclosure: Certificate of Authorization

cc: Secretary of State's Office
Attn: Mark Stephensen