

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

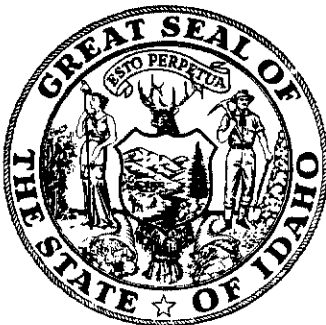
THOMPSON ELECTRIC, INC.

File number C 119790

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: June 9, 1997



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

ARTICLES OF INCORPORATION

OF

THOMPSON ELECTRIC, INC.

JUN 9 4 36 PM '97

SECRETARY OF STATE
STATE OF IDAHO

IDAHO SECRETARY OF STATE
DATE 06/10/1997
0900 100714 2
CK #: 1364 CUST# 63744
CORP 10 100.00= 100.00

I.

The name of the corporation is Thompson Electric, Inc.

II.

The period of its duration is perpetual.

III.

The purpose of the corporation is to transact the business of all lawful activity which a corporation may conduct under the laws of the State of Idaho.

IV.

The corporation shall have authority to issue 10,000 shares of common stock, all of which shares shall be of non par value.

V.

The address of the corporation's initial registered office is 355 W. Myrtle, Suite 102, Boise, Idaho 83702. The name of its official registered agent at such address is Robert C. Montgomery, Chtd.

VI.

The number of directors constituting the initial board of directors of the corporation is two whose names and addresses are:

Joseph R. Thompson
5340 N. 18th East
Mountain Home, Idaho 83647

Betty J. thompson
5340 N. 18th East
Mountain Home, Idaho 83647

The above named people will serve as directors until the first annual meeting of

shareholders or until successors be elected and qualified.

VII.

The name and address of the initial incorporator is:

Robert C. Montgomery
355 W. Myrtle, Suite 102
Boise, Idaho 83702

VIII.

The personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated and no director shall have personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that the personal liability of a director to the corporation or its stockholders for any breach of the directors duty of loyalty to the corporation or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law shall not be eliminated and the personal liability of a director to the corporation or its stockholders for the liability imposed by the Idaho Code shall not be eliminated and the personal liability of a director to the corporation or its stockholders for any transaction from which the director derived a legally improper personal benefit shall not be eliminated.

Dated this 8th day of June, 1997.


INCORPORATOR