

Department of State.

Department of State.

CERTIFICATE OF AUTHORITY
OF

BILL MILLER, INC.

BILL MILLER, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BILL MILLER, INC.**

duplicate originals of an Application of **BILL MILLER, INC.**

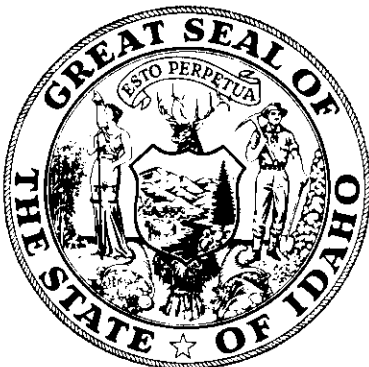
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to BILL MILLER, INC.

to transact business in this State under the name BILL MILLER, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated June 15, 1991



Robt. C. Cavanaugh

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BILL MILLER, INC.
2. *The name which it shall use in Idaho is BILL MILLER, INC.
3. It is incorporated under the laws of Oklahoma
4. The date of its incorporation is August 18, 1978 and the period of its duration is (50) Fifty years
5. The address of its principal office in the state or country under the laws of which it is incorporated is P. O. Box 713 Henryetta, OK. 74437
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
X-ray Testing
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|-----------------------|------------------|------------------------------------|
| William A. Miller | Pres. & Director | P. O. Box 713 Henryetta, OK. 74437 |
| Jacqueline J. Millwee | Sec'y-Treas | P. O. Box 713 Henryetta, OK. 74437 |
| Bessie Louise Miller | Director | P. O. Box 713 Henryetta, OK. 74437 |
| Everett Lee Barnett | Director | P. O. Box 713 Henryetta, OK. 74437 |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|--------|--|
| 200,000 | Common | \$1.00 |
| | | |
| | | |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|--------|--|
| 90,500 | Common | \$1.00 |
| | | |
| | | |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated June 3rd, 19 81.

BILL MILLER, INC.

By

William A. Miller
William A. Miller

Its _____ President

and

Jaqueline J. Millwee
Jaqueline J. Millwee

Its _____ Secretary

STATE OF Oklahoma)
COUNTY OF Okmulgee) ss:

I, Virginia Patterson, a notary public, do hereby certify that on this 3rd day of June, 19 81, personally appeared before me William A. Miller, who being by me first duly sworn, declared that he is the President of BILL MILLER, INC.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

My Commission Expires: December 3, 1984
Virginia Patterson Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF TRANSCRIPT

I, the undersigned Secretary of State of the State of Oklahoma, do hereby certify that the annexed transcript has been compared with the record on file in my office of which it purports to be a copy, and that the same is a full, true and correct copy of:

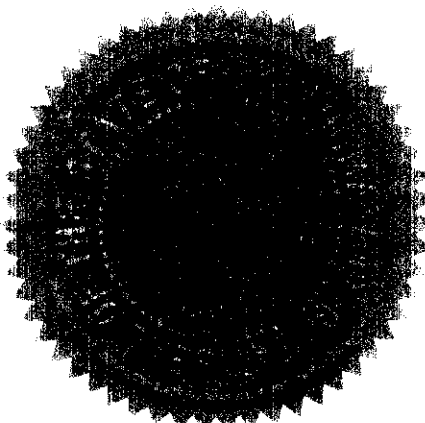
ARTICLES OF INCORPORATION

AND

ALL AMENDMENTS THERETO

OF

BILL MILLER, INC.



In testimony whereof, I have hereunto set my hand and affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City this 9th *day of* June, 1981

Jeannette F. Edmondson
Secretary of State

By: Ray Jones

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, *Articles of Incorporation duly signed and verified of*

BILL MILLER, INC.

have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, *I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.*

IN TESTIMONY WHEREOF, *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

Filed at the City of Oklahoma City, this 18th

day of August *, A.D. 19* 78

Jerome W. Byrd
Secretary of State

By: *Gary Ann Smedley*



5522121191
1800:7

ARTICLES OF INCORPORATION
OF
BILL MILLER, INC.

I N D E X

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Sneed, Lang, Trotter, Adams, Hamilton & Downie
Fourth Floor, Thurston National Building
Tulsa, Oklahoma 74103

ARTICLES OF INCORPORATION

STATE OF OKLAHOMA)
) SS:
COUNTY OF TULSA)



TO: SECRETARY OF STATE
OF THE STATE OF OKLAHOMA

We, the undersigned Incorporators,

| <u>Name</u> | <u>Address</u> | <u>City</u> | <u>State</u> |
|-------------------|----------------------|-------------|--------------|
| James L. Sneed | Thurston Natl. Bldg. | Tulsa, | OK 74103 |
| Kevin J. Finan | Thurston Natl. Bldg. | Tulsa, | OK 74103 |
| D. Faith Orlowski | Thurston Natl. Bldg. | Tulsa, | OK 74103 |

being persons legally competent to enter into contracts for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: BILL MILLER, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Oklahoma is Fourth Floor, Thurston National Building, in the City of Tulsa, County of Tulsa, and the name of its registered agent is James L. Sneed, Fourth Floor, Thurston National Building, Tulsa, Oklahoma 74103.

ARTICLE III - EXISTENCE

The duration of the corporation is FIFTY YEARS.

ARTICLE IV - PURPOSES

The nature of the business, objects and purposes to be transacted, promoted or carried on by the corporation are:

1. To engage in any and all kinds of business and other activities, including, but not by way of limitation, building, erecting, fabricating, testing, surveying, investing, maintaining, protecting, developing, producing, processing, converting, constructing, marketing, manufacturing, warehousing, storing, transporting, distributing, trading, buying, selling and all other activities pertinent thereto.

2. To own trademarks, service marks, copyrights and to acquire such rights and to grant licenses in connection therewith.

3. To purchase, lease and otherwise acquire the whole or any part of the assets and business of any domestic or foreign corporation, company, association, trust, firm or person, and to assume the whole or any part of the obligations or liabilities thereof, and to continue any business so acquired, if lawful for the corporation, in its own name or otherwise.

4. To borrow money and otherwise contract indebtedness; to assume or to guarantee and become surety for any

indebtedness, obligations, liabilities and dividends of others; to draw, make, accept, endorse, execute and issue bonds, notes, debentures, drafts, bills of exchange and other securities and evidences of indebtedness; and to secure any of the foregoing by mortgage, pledge, assignment or deed of trust or lien upon any or all of its own property, real, personal or mixed, at the time owned or thereafter to be acquired, or any or all of its own bonds, notes, debentures and other securities.

5. To pay for any property purchased, leased or otherwise acquired by the corporation in cash, property, stocks, bonds, notes, debentures or other securities of the corporation or otherwise.

6. To lend money to any domestic or foreign corporation, company, association, trust, firm or person, either with or without security.

7. To purchase, take, receive and otherwise acquire, own, hold, transfer and otherwise dispose of its own stocks, bonds, notes, debentures or other securities so far as at the time permitted by law.

8. To subscribe for, purchase, take, receive and otherwise acquire, own, hold, assign, exchange, sell and otherwise dispose of and trade in and deal with stocks, warrants, rights, bonds, notes, debentures and other securities of any domestic or foreign corporation, company, association,

trust or person, and direct and indirect obligations of any domestic or foreign government, state, territory, governmental district, authority, municipality or agency, or any instrumentality thereof.

9. To acquire, own, hold, mortgage, develop, improve, lease, sell, exchange and otherwise dispose of real estate and improvements thereon in incorporated cities and towns in the State of Oklahoma and additions to such cities and towns, and to do likewise with real estate and improvements thereon wheresoever situated in states other than Oklahoma.

10. To carry on any or all of its business and operations as principal, agent, factor, contractor, broker, joint venturer or otherwise, either alone or for the account of or in conjunction with others.

11. In carrying on its business and operations, to enter into and perform agreements, contracts, indentures and other instruments of every character.

12. To conduct its business, carry on its operations, have offices and exercise its powers in any state, territory, district or possession of the United States and in any foreign country.

13. To do any and all things necessary to the business of the corporation as authorized by law, and the foregoing enumeration of powers shall not be construed as

limiting or restricting in any way the powers of this corporation, but it shall have such incidental powers as may be connected with or related to the specific powers herein enumerated.

The foregoing clauses shall be construed as powers as well as objects and purposes, and as in furtherance and not in limitation of the general powers conferred by the Oklahoma Business Corporation Act.

ARTICLE V - AUTHORIZED CAPITAL

1. The aggregate number of shares which the corporation shall have authority to allot is TEN THOUSAND (10,000) shares of common stock of the par value of \$1.00 per share.

2. There shall be no other class of stock of the corporation other than the common capital stock set out hereinabove.

ARTICLE VI - INITIAL CAPITAL

The amount of stated capital with which the corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00) which has been fully paid in.

ARTICLE VII - INITIAL STOCK

The number and class of shares to be allotted by the corporation before it shall begin business shall be FIVE HUNDRED (500) shares of common stock of the par value of

\$1.00 for which the corporation shall receive a consideration of FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE VIII - NUMBER OF DIRECTORS

The number of directors which shall constitute the whole Board of Directors shall not be less than three (3) nor more than nine (9). The number of directors to be elected at the first meeting of shareholders is three (3). Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the shareholders at any annual or special meeting. Directors shall be elected and qualified in accordance with the By-Laws of the corporation to be hereafter adopted.

ARTICLE IX - AUTHORITY OF BOARD

In furtherance, and not in limitation, of the powers conferred by law, the Board of Directors of the corporation is expressly authorized:

1. To accept or reject subscriptions for shares of the corporation on such terms and conditions as may seem appropriate, except as otherwise provided by law.

2. To make, adopt, alter or repeal the By-Laws of the corporation subject to the power of the shareholders to alter or repeal such By-Laws; provided, however, that the Board of Directors shall not adopt or alter any By-Law fixing their number, qualification, classification or term of office.

3. To set apart, out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital, depreciation, depletion, losses in value, or for any other proper corporate purpose, and to increase, decrease or abolish any such reserve in the manner in which it was created.

ARTICLE X - MISCELLANEOUS


The following provisions are hereby adopted for the management of the business and for the conduct of the affairs of the corporation:

1. The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authority expressly conferred upon them by the laws of the State of Oklahoma.
2. The election of directors need not be by ballot.
3. The corporation may enter into contracts and transact business with one or more of its directors or with any partnership of which one or more of its directors are members or employees or in which they are interested or with any corporation or association of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, and such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or

may have interests therein which are or might be adverse to the interests of the corporation (even though the vote of the director or directors having such adverse interest shall have been necessary to obligate the corporation upon such contract or transaction); provided that the fact of such interest shall be disclosed or known to the other directors or shareholders acting upon or in reference to such contract or transaction. No director or directors having such disclosed or known adverse interest shall be liable by reason of such adverse interest to the corporation or to any shareholder, or creditor thereof, or to any other person, for any loss incurred by the corporation under or by reason of any such contract or transaction; nor shall any such director or directors be accountable for any gains or profits realized thereon. The provisions of this paragraph shall not be construed to invalidate or in any way affect any contract, transaction or corporate action which otherwise would be valid under the common or statutory law applicable thereto.

EXECUTED at Tulsa, Oklahoma, this 17th day of August, 1978.


James L. Sneed


Kevin J. Finan

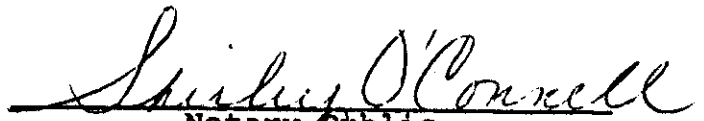

D. Faith Orlowski

"INCORPORATORS"

STATE OF OKLAHOMA)
) SS:
COUNTY OF TULSA)

BEFORE ME, the undersigned, a notary public, in and for said County and State, on this 17th day of August, 1978, personally appeared JAMES L. SNEED, KEVIN J. FINAN and D. FAITH ORLOWSKI, to me known to be the identical persons who subscribed their names to the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

WITNESS my hand and official seal the day and year last above written.


Notary Public

My Commission Expires:

Mar. 29, 1982

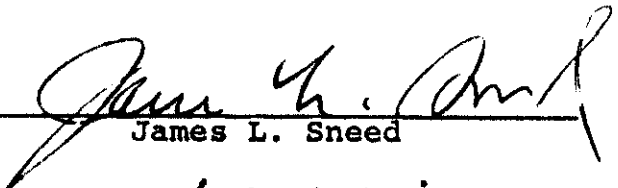
[SEAL]


AFFIDAVIT AS TO PAID-IN CAPITAL

STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

JAMES L. SNEED, KEVIN J. FINAN and D. FAITH ORLOWSKI,
of lawful age, being first duly sworn, each for himself de-
poses and says that the above-named affiants constitute a
majority of the Incorporators of BILL MILLER, INC., a proposed
corporation, and that the amount of stated capital with which
said corporation will begin business, as set out in its at-
tached Articles of Incorporation, has been fully paid in.

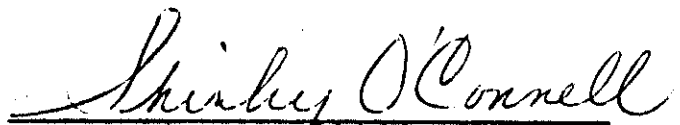
EXECUTED this 17th day of August, 1978.


James L. Sneed


Kevin J. Finan


D. Faith Orlowski

SUBSCRIBED AND SWORN to before me this 17th day of
August, 1978.


Notary Public

My Commission Expires:

Mar. 29, 1982

[SEAL]

335610

OFFICE OF THE SECRETARY OF STATE



AMENDED

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:

WHEREAS, *Articles of Incorporation duly signed and verified of*

BILL MILLER, INC.

have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

NOW THEREFORE, *I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate of Incorporation.*

IN TESTIMONY WHEREOF, *I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.*

Filed at the City of Oklahoma City, this 18th

day of May, A.D. 19 79

Jeannette B. Edmondson
Secretary of State

By: *Brenda L. Young*

19

AMENDED ARTICLES OF INCORPORATION

(DOMESTIC)

STATE OF OKLAHOMA)
) SS.
COUNTY OF TULSA)

TO: THE HONORABLE JEANNETTE B. EDMONDSON,
SECRETARY OF STATE, STATE OF OKLAHOMA

RECEIVED
MAY 18 1979

OKLAHOMA SECRETARY
OF STATE

We, the undersigned,

WILLIAM A. MILLER, P. O. Box 713,
Henryetta, Oklahoma 74437,
President of Bill Miller, Inc.; and

BESSIE LOUISE MILLER, P. O. Box 713,
Henryetta, Oklahoma 74437,
Secretary of Bill Miller, Inc.

being persons legally competent to amend the Articles of
Incorporation pursuant to the provisions of Section 153 of the
"Business Corporation Act" of the State of Oklahoma and the
Amendments thereof, do hereby execute the following amendment
or amendments of the Articles of Incorporation; and do further
affirm that the amendment or amendments were adopted in the
manner prescribed by said Act.

ARTICLE V

A. AS FILED:

1. The authorized number of shares which the
Corporation shall have authority to allot is TEN THOUSAND (10,000)
shares of Common Stock of \$1.00 per share.
2. There shall be no other class of stock of the
Corporation other than the Common Capital Stock set out hereinabove.

B. AMENDED:

1. The authorized number of shares which the Corporation shall have authority to allot is TWO HUNDRED THOUSAND (200,000) shares of Common Stock of \$1.00 per share.

2. There shall be no other class of stock of the Corporation other than the Common Capital Stock set out hereinabove.

Such amendments were proposed by a resolution of the Board of Directors on May 1, 1979.

The amendments were adopted by a vote of the shareholders in accordance with the provisions of Title 18, §153, of the "Business Corporation Act."

The amendments were adopted by unanimous consent of the shareholders of the Corporation on May 1, 1979.

The number of shares voted for such amendment totalled 500. The number of shares voted against such amendments totalled -0-.

BILL MILLER, INC.

ATTEST:

By William A. Miller
William A. Miller, President

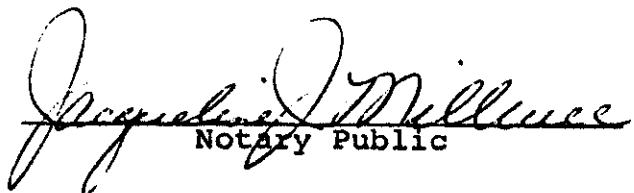
Bessie Louise Miller
Bessie Louise Miller, Secretary

[CORPORATE SEAL]

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKMULGEE)

BEFORE ME, the undersigned a Notary Public in and for said County and State, on this 15th day of May, 1979, personally appeared WILLIAM A. MILLER as President and BESSIE LOUISE MILLER as Secretary of BILL MILLER, INC., to me known to be the identical persons who subscribed their names to the foregoing instrument in their respective capacity therein set forth, and acknowledged to me that they executed the same as their free and voluntary act and deed and as the free and voluntary act and deed of such corporation, for the uses and purposes therein set forth.

GIVEN under my hand and official seal the day and year last above written.


Notary Public

My Commission Expires:

4/4/80

[SEAL]

U 10250027



OKLAHOMA TAX COMMISSION
STATE OF OKLAHOMA

JAMES E. WALKER, Chairman
JOHN L. GARRETT, Vice-Chairman
J. L. MERRILL, Sec'y-Member

2501 LINCOLN BLVD.
OKLAHOMA CITY, OKLAHOMA 73104

FRANCHISE DIVISION

May 18, 1979

Jeannette B. Edmondson, Secretary of State
Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105

Re: BILL MILLER, INC
Qualified: 8-25-78

Dear Mrs. Edmondson:

Our records indicate the referenced entity has complied with
the Franchise Tax Law and is licensed for the current fiscal
year ending June 30, 1979.

Very truly yours,

OKLAHOMA TAX COMMISSION

A handwritten signature in cursive script, appearing to read "A. H. Stoabs".

A. H. Stoabs, Director
Franchise Tax Division

AHS: np

REMITTANCES SHOULD BE MADE TO THE OKLAHOMA TAX COMMISSION AND REFER TO DIVISION

