



CERTIFICATE OF INCORPORATION
OF

ABBOTT, 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 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: *July 7, 1986*



SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
ABBOTT, INC.

REC-110 06
SEC 110 06
KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, citizens of the United States of America, each being over the age of eighteen (18) years, do hereby associate ourselves together for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Idaho, for the purposes expressed in the following articles, and do hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be ABBOTT, INC.

ARTICLE II.

TERM

The corporation shall have perpetual existence.

ARTICLE III.

PURPOSES

The corporation is organized for the following general and specific purposes:

Section I.

The purposes for which said corporation is formed is to engage in business to perform services of labor, relating to welding, construction, repairs and maintenance.

Section II.

To borrow money and to execute evidence of indebtedness and to do any and all things necessary to establish and promote the carrying on of the business of the corporation.

Section III.

To issue promissory notes and all other evidence of indebtedness for the stated purpose of the corporation and to serve as guarantors thereon.

Section IV.

To engage in all business ventures of a legal nature of whatever description as principle and/or in partnership with other persons or entities.

Section V.

To do each and every necessary and suitable act for the accomplishment of any and all of the purposes or for the attainment of any and all object herein enumerated or which shall at any time appear necessary or expedient for the protection and furtherance of the purposes of the corporation and for its benefit.

ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000). All stock is of one class, that being no par common stock, with voting privileges.

ARTICLE V.

RIGHTS OF THE CORPORATION TO ACQUIRE ITS OWN STOCK

The corporation shall have the right to purchase, trade, receive, or otherwise acquire its own shares. The purchase of said shares, whether direct or indirect, shall be made only to the extent of the unreserved and restricted earned surplus available therefor.

ARTICLE VI.

VOTING OF SHARES

Each outstanding share of the common stock of the corporation shall be entitled to one vote on any matter submitted to a vote of the meeting of shareholders, each shareholder being entitled to vote his/her shares in common or by proxy executed in writing by said shareholder or by his/her authorized attorney-in-fact. At each election of the directors of the corporation, each shareholder entitled to vote at such election, shall have the right to vote in person, or by proxy, the number of shares owned by him/her, for each of the directors to be elected. Voting may be cumulative and the right to cumulative voting is preserved.

ARTICLE VII.

PROVISIONS FOR THE REGULATION OF
INTERNAL AFFAIRS OF THE CORPORATION

Section I.

REGULAR MEETING OF THE SHAREHOLDERS

The annual meeting of the corporation shareholders shall be held on the first Tuesday of January in each year except when such Tuesday shall fall on a holiday, in which case the annual meeting shall be held the following day.

It shall not be necessary for there to be additional meetings of the shareholders except as the Board of Directors may be called upon to authorize such a meeting upon demand by one-fifth of the outstanding stock authorized to vote.

In the event of such demand, such meeting shall be scheduled and notice of such meeting shall be given by mail or by personal contact not less than ten (10) days prior to such meeting.

Section II.

QUORUM OF STOCKHOLDERS

A majority of the shares of the common stock entitled to vote, represented in person or by proxy shall constitute a quorum for all meetings of the corporation.

Section III.

MEETINGS OF THE BOARD OF DIRECTORS

The meetings of the Board of Directors of the corporation, whether regular or special, may be held either within or without the State of Idaho as may be determined by the Board of Directors by at least two-thirds of the Board of Directors of the corporation. Notice of such meeting shall be given as prescribed by the Board of Directors.

Section IV.

QUORUM OF THE BOARD OF DIRECTORS

A majority of the Directors holding office at a given time shall constitute a quorum for the transaction of business.

Section V.

BY-LAWS OF THE CORPORATION

The Board of Directors shall have the power to adopt By-Laws for the

corporation, to amend the same from time to time at regular or special meetings of the Board of Directors. The amendment of By-Laws shall require affirmative vote of two-thirds of the Directors present in order to be adopted.

Section VI.

BOOKS AND RECORDS OF THE CORPORATION

The corporation shall keep such books and records as are reasonably necessary to the conduct of its affairs at offices of The Office Connection, 519 South Main, Troy, Idaho 83871, a bookkeeping service retained by the corporation to maintain all books and records; or such other places as the Board of Directors may direct.

Section VII.

WORKING CAPITAL AND BUSINESS MANAGEMENT

The Board of Directors shall have the power to fix and vary the amount to be reserved as working capital and to otherwise govern the affairs financing, management of the corporation as the Board, in its discretion, deems proper, including the appointment of persons to serve at the pleasure of the Board of Directors as Secretary and Treasurer and in the creation and appointment of such committees and the Board may deem necessary and proper.

Section VIII.

REGISTERED AGENT 519 South Main,

The registered agent is Peter L. Abbott, / P.O. Box 596, Troy, Idaho 83871.

Section IX.

COMPENSATION OF DIRECTORS

The Board of Directors may make provision for reasonable compensation of its members for their services as directors and establish the basis and consideration upon which said compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive the compensation through and for such services.

Section X.

AMENDMENT OF THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the shareholders who have the right to vote at any regular or special meeting of the shareholders, provided that a quorum is present. A two-thirds majority of the shares voting

shall be required to adopt any such amendment, provided that notice of the proposed change shall have been given not less than five (5) days prior to such meeting.

ARTICLE VIII.

OFFICERS AND DIRECTORS

Section I.

MEMBERS OF THE INITIAL BOARD OF DIRECTORS

The initial Board of Directors of the corporation shall consist of one member, whose name and address is:

Peter L. Abbott
P.O. Box 596
Troy, Idaho 83871

who shall hold office until the first annual meeting of the shareholders of the corporation or until his successor shall be elected and qualified.

Section II.

NUMBER OF DIRECTORS

The number of the directors of the corporation shall be fixed by the Board of Directors but in no case shall be less than one nor more than five.

Section III.

OFFICERS

The officers of the corporation shall be elected by the Board of Directors, but may or may not serve as directors. The officers shall include the President, Vice President and Secretary-Treasurer.

Section IV.

NAMES AND ADDRESS OF OFFICERS

Until their successors are elected and qualified, the officers of the corporation shall be as follows:

Peter L. Abbott, President/Vice President
P.O. Box 596
Troy, Idaho 83871

Renee' L. George, Secretary/Treasurer
P.O. Box 421
Troy, Idaho 83871

ARTICLE IX.

INCORPORATORS

The name and address of the incorporator is: Peter L. Abbott, P.O. Box 596, Troy, Idaho 83871.

ARTICLE X.

FISCAL PERIOD

The Board of Directors shall have the power to fix the fiscal period of the corporation.

ARTICLE XI.

LIABILITY OF STOCKHOLDERS

The property of this corporation shall be liable for the debts of the corporation but the individual property of any holder of fully paid up stock of the corporation shall not be liable for the corporation obligations, nor such assessments be levied on such stocks for any purpose whatsoever.

ARTICLE XII.

SHAREHOLDER INTEREST

The number of shares held by the proposed shareholder is as follows: Peter L. Abbott, 1000 shares.

ARTICLE XIII.

PRINCIPLE PLACE OF BUSINESS

The principle place of business shall be 102 E. Third #5, Troy, Idaho 83871.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of June, 1986.

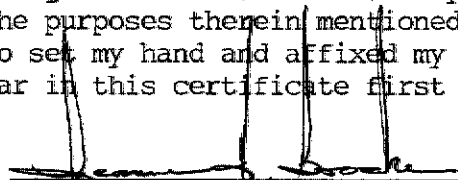

Peter L. Abbott

STATE OF IDAHO } ss.
County of Latah)

On this 17th day of June, 1986, before me, a Notary Public, in and for said county and state, personally appeared PETER L. ABBOTT, known to me to be the person whose name is subscribed to the foregoing instrument, and he, duly acknowledged to me that he executed the same for the purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in said county and state the day and year in this certificate first above written.

(SEAL)


Notary Public
Residing at: Troy

5-12-92