

FILED
97 DEC 30 AM 9:03
SECRETARY OF STATE
STATE OF IDAHO

CERTIFICATE OF INCORPORATION
OF
J&P BACKHOE, INC.

FIRST: The name of this corporation is J & P Backhoe, Inc.

SECOND: Its registered office in the State of Idaho is to be located at 47 East Spring Creek Road, Clark Fork, in Bonner County, Idaho.

The name of its initial registered agent at such address is:

Jeffrey J. Hewitt

THIRD: The nature of business and the objects and purposes to be transacted, promoted and carried on are to offer excavating services to the public, and to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Idaho."

FOURTH: The amount of the total authorized capital stock of this corporation is 1500 shares of non-par value.

FIFTH: The name and mailing address of the incorporator is as follows:

NAME: Jeffrey J. Hewitt

ADDRESS: P.O. Box 280, Clark Fork, Idaho 83811

SIXTH: The powers of the incorporator are to terminate upon filing of the Certificate of Incorporation and the name and mailing address of the persons who are to serve as directors until the first annual meeting of stockholders are as follows:

Jeff Hewitt P.O. Box 280, Clark Fork, Idaho 83811

Pam Hewitt P.O. Box 280, Clark Fork, Idaho 83811

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than (30) persons.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

TENTH: The period of the corporation existence is perpetual.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Idaho, do make, file and record this certificate, and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

DATED AT: 12 - 26 - 97

IDAHO SECRETARY OF STATE

12/30/1997 09:00
CK: 12260 CT: 91793 BH: 68299

Jeffrey J. Hewitt
Signature of person or officer of corporation named in Fifth Article

8-100.00 = 100.00 CORP

C 122180