

45420



**CERTIFICATE OF INCORPORATION
OF**

HERITAGE CONSTRUCTION, 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:

May 28, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

MAY 28 4 36 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
HERITAGE CONSTRUCTION, INC.

The undersigned, Scott Brannen and Kenneth J. Beck, do hereby form a Corporation in accordance with Title 30 of the Idaho Code and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Heritage Construction, Inc.

ARTICLE II

The Corporation is to have perpetual existence.

ARTICLE III

The Corporation is organized for the purpose of engaging in the construction business and all other lawful business for which Corporations may be incorporated under Idaho Law.

ARTICLE IV

The location and post office address of the initial registered office of the Corporation is, and the name of the registered agent at that address is:

Jon R. Wilson,
1275 Shoreline Drive
Boise, Idaho 83702

ARTICLE V

The Corporation shall have the authority to issue TEN THOUSAND (10,000) shares of one class of common stock. Each share shall have no par value.

ARTICLE VI

The one class of common stock authorized by these Articles are intended to be Section 1244 stock and to qualify as such and comply with Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VII

The transferability of the shares of stock of this Corporation may be restricted as set out in the Bylaws of this Corporation regarding the sale of stock and the death of a Stockholder. Said Bylaws will be kept at the registered office of the Corporation or at the offices of JON R. WILSON, Attorney at Law.

ARTICLE VIII

The names and post office address of the incorporators is as follows:

Scott Brannen
Kenneth J. Beck
1414 Alturas
Boise, Idaho 83702

ARTICLE IX

The name and post office address of the initial Directors of the Corporation appointed by the incorporators to serve until the first annual meeting of the shareholders or until their successors are appointed and shall qualify, are as follows:

Scott Brannen
1414 Alturas
Boise, Idaho 83702

Kenneth J. Beck
1414 Alturas
Boise, Idaho 83702

ARTICLE X

The private property of the Stockholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and the shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

ARTICLE XI

The number of Directors of the Corporation shall be as specified in the Bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the Bylaws, provided that the number of Directors of the Corporation shall not be fewer than the number required by law. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the shareholders and until their successors are elected and qualified.

ARTICLE XII

The Stockholders of the Corporation shall have preemptive and preferential rights of subscription to any shares of stock with the Corporation whether now or hereafter authorized, or to any obligations or the Corporation convertible into stock.

ARTICLE XIII

No contract or other transaction between the Corporation and any other Corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the

Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director, individually, or any firm of which any Director may be a member, may be a party to, or any be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of the Corporation who is also a Director or officer of such other Corporation, or who is to be interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

ARTICLE XIV

The Corporation shall be governed as to its internal affairs by the Bylaws of the Corporation kept at the registered office of the Corporation or the offices of its Attorney.

IN WITNESS WHEREOF, I have hereunto set my hand this 28 day of May, 1991.

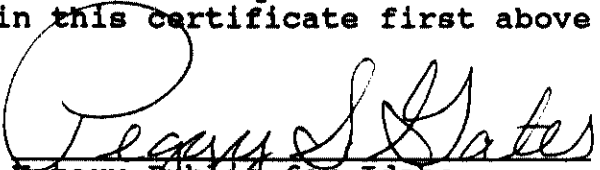
Scott Brannen
Scott Brannen

Kenneth J. Beck
Kenneth J. Beck

STATE OF IDAHO)
)
County of Ada) ss.

On this 28 day of May, 1991, before me,
the undersigned Notary Public for said State, personally appeared
Scott Brannen, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that he
executed the same.

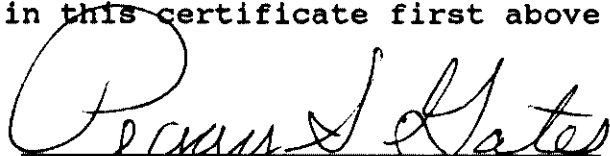
IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal the day and year in this certificate first above
written


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 5/21/96

STATE OF IDAHO)
)
County of Ada) ss.

On this 28 day of May, 1991, before me,
the undersigned Notary Public for said State, personally appeared
Kenneth J. Beck, known to me to be the person whose name is
subscribed to the within instrument and acknowledged to me that he
executed the same.

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


Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: 5/21/96