



CERTIFICATE OF INCORPORATION
OF

IDAHO INSULATION & WINDOW, INC.

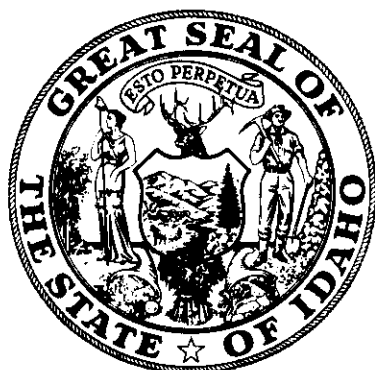
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

IDAHO INSULATION & WINDOW, INC.

, 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 _____ April 2 _____, 19 32 .



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

REC-111
'82 APR 2 AM 11 50

SECRETARY OF
STATE

ARTICLES OF INCORPORATION

OF

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, being natural persons of full age, citizens of the United States and residents of the State of Idaho, this day have voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the laws of the State of Idaho, and we do hereby certify as follows:

ARTICLE I

The name of this corporation shall be

IDAHO INSULATION & WINDOW, INC.

ARTICLE II

The existence of this corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is to include the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Idaho.

ARTICLE IV

The principal office or place of business of this corporation shall be at 40 West Franklin, Suite A, in Meridian, Ada County, Idaho; but the corporation may maintain an office in such towns, cities, or places inside or outside the State of Idaho as the Board of Directors may from time to time determine, or as may be designated by the By-Laws of said corporation. The principal agent shall be Samuel T. Briscoe.

ARTICLE V

The total amount of capital stock of this corporation is one million dollars (\$1,000,000.00), and the number of shares into which it is divided is one million (1,000,000) of the par value of one dollar (\$1.00) each. Of this total capital stock, one hundred thousand shares (100,000) of the aggregate value of one hundred thousand dollars (\$100,000.00) are preferred stock, and nine hundred thousand shares (900,000) of the aggregate value of nine hundred thousand dollars (\$900,000.00) are common stock.

The following rights, privileges, and conditions shall attach to the preferred shares:

The holders of preferred stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of twelve percent (12%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the common stock. The dividends upon the preferred stock shall be cumulative, so that if, in, or for any year dividend amounting to twelve percent (12%) shall not be paid on the preferred stock, the deficiency shall be a charge upon the net earnings of the corporation, and shall be payable subsequently, before any dividend shall be set apart or paid upon the common stock. Dividends on the common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any fiscal year remaining after the payment of the full yearly dividend on the preferred stock for such year as well as of all dividends previously accrued and remaining unpaid thereon. The holders of preferred stock shall not be entitled to any further dividend or share of profits beyond the cumulative yearly dividend of twelve percent (12%) on the preferred stock shall have been fully paid.

In case of the liquidation or the dissolution of the corporation, the holders of the preferred stock shall be entitled to be paid in full both the par value of their shares and the accrued dividend charge before any amount shall be paid to the holders of the common stock. But on any such liquidation or dissolution after the payment to the holders of the common stock of its par value, the remaining assets and funds shall be divided pro rata among the holders of both classes of the capital stock.

The holders of preferred stock shall not be entitled to vote at meetings of the stockholders of the corporation so long as dividends on the preferred stock are paid; but in case of default of two (2) consecutive dividend periods in the payment of such dividends, then and thereafter, during the period of such default, the holders of preferred stock shall have voting rights equal to those of holders of common stock.

ARTICLE VI

The members of the governing board of this corporation shall be styled "Directors", and the Board of Directors shall consist of not less than two (2) nor more than seven (7) members, as may be provided by the By-Laws of the corporation.

ARTICLE VII

The name and address of each of the incorporators signing these Articles of Incorporation are as follows:

NAME	ADDRESS
Harold Briscoe	650 West Franklin Meridian, Idaho 83642
Samuel T. Briscoe	5139 Apache Pocatello, Idaho 83201

ARTICLE VIII

A member of the Board of Directors of this corporation shall not be required to be a holder of any of the shares of capital stock of this corporation.

ARTICLE IX

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

NAME	ADDRESS
Harold Briscoe	650 West Franklin Meridian, Idaho 83642
Samuel T. Briscoe	5139 Apache Pocatello, Idaho 83201
Thomas E. DeLaune	3123 Mahogany Nampa, Idaho 83651

IN WITNESS WHEREOF, for the purpose of forming this corporation under the statutes of the State of Idaho, we, the undersigned, constituting the incorporators of this corporation, have executed these Articles of Incorporation this 1 day of March, 1982.

Harold Briscoe
HAROLD BRISCOE

Samuel T. Briscoe
SAMUEL T. BRISCOE

Subscribed and sworn
before me on the 1
day of March
in the year 1982.

Deborah DeLaune
DEBORAH DELAUNE
Notary Public for the
State of Idaho

Notary Public for the State of Idaho