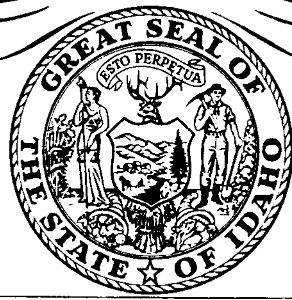
State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

MECHANICAL DRY WALL, INC.

a corporation duly organized and existing under the laws of Utah has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the 3rd day of March 19 65, a properly authenticated copy of its articles of incorporation, and on the 3rd day of March 1965, a designation of T. H. Eberle or W. C. Roden in the County of Ada as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this 3rd day of March, A.D. 1965.

Secretary of State.

Foreign

STATE OF UTAH
Executive Department

Secretary of State's Office

I, CLYDE L. MILLER, SECRETARY OF STATE OF THE STATE OF UTAH, **DO HEREBY CERTIFY THAT** the attached is a full, true and correct copy of the Articles of Incorporation and any amendments thereto of

MECHANICAL DRY WALL, INC.

AS APPEARS of record **IN MY OFFICE.**

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE GREAT SEAL OF THE STATE OF UTAH AT SALT LAKE CITY, THIS Nineteenth **DAY OF** February **19**65

Clyde L. Miller
SECRETARY OF STATE

BY [signature]
DEPUTY

THE GREAT SEAL OF THE STATE OF UTAH
INDUSTRY
1847
1896

ARTICLES OF INCORPORATION

of

Mechanical Dry Wall, Inc.

33668

We, the undersigned, for the purpose of forming a corporation under the general corporation laws of the State of Utah, do hereby associate ourselves together and do hereby certify as follows:

ARTICLE I

Corporate Name

That the name of this Corporation is and shall be Mechanical Dry Wall, Inc.

ARTICLE II

Place of Organization

That this Corporation is organized at Salt Lake City, Salt Lake County, Utah, pursuant to and by virtue of the authority of the general corporation laws of the State of Utah, and that said Corporation has its principal place of business at 2632 Portland Drive, Salt Lake City, Utah.

ARTICLE III

Names of Incorporators

That the names of the incorporators of the Corporation and their several places of residence are as follows:

John A. Cunningham	11407 - 66 St. Edmonton, Alberta
Max G. Jensen	4079 Diana Way Salt Lake City, Utah
Wilford D. Whitehead	2632 Portland Drive Salt Lake City, Utah
Emelia H. Jensen	4079 Diana Way Salt Lake City, Utah
Barbara H. Whitehead	2632 Portland Drive Salt Lake City, Utah

ARTICLE IV

Duration

That this Corporation shall exist perpetually unless sooner [illegible] dissolved according to law.

ARTICLE V.

Pursuit and Purposes

That the pursuit and general nature of the business of this Corporation, and the purposes for which it is formed, are as follows:

(a). To carry on and conduct a dry wall construction business including the designing, constructing, enlarging, extending, repairing, completing, removing or otherwise engaging in work with sheet rock and other dry wall materials on homes, buildings, structures, plants, and other systems and works of every description; and to manufacture or otherwise acquire and furnish all materials and supplies connected therewith or required therefor; to manufacture, develop, improve, produce, adapt, sell, deal in or deal with any materials, articles, suitable means, apparatus, machinery, contrivances, equipment, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in or in conjunction with and incidental to any of the matters aforesaid.

(b). To purchase, lease or otherwise acquire, and to hold, own, operate, sell or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns and undertakings, dealerships, distributorships, franchises, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade-marks, trade-names, and any interest in real or personal property.

(c). To apply for, purchase or in any manner to acquire to hold, own, use and operate; to sell or in any manner dispose of; to grant, or license other rights in respect of, and in any manner deal with, any and all rights, interests, inventions, improvements and processes used in connection with or secured under letters patent or copyright of the United States or other countries or otherwise, and to work, operate or develop the same.

(d). To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose in or about the business of the Corporation, and, if deemed proper, to secure the payment of any such obligations by mortgage, pledge, deed of trust or otherwise.

(e). To acquire, and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this Corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

(f). To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the Corporation.

(g). To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic under the government of the United States, or any state, territory or colony thereof and any foreign government, so far as, and to the extent that the same may be done and performed under the general corporation laws of the State of Utah.

(h). To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals and either as principals, or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

(i). The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Utah upon corporations organized under the provisions of the general corporation laws.

ARTICLE VI

Capital Stock - Limitations

The total number of shares that may be issued is 1,000, which shares shall be without par value.

The capital of the Corporation shall be at least equal to the aggregate amount of consideration received by the Corporation for the issuance of shares without par value, plus such amounts as, from time to time, by Resolution of the Board of Directors may be transferred thereto; provided, however, that the Board of Directors may determine that a portion of such consideration received for the issuance of shares without par value shall be deemed capital and the remaining portion shall remain surplus, and the Board of Directors shall have power to determine what part, if any, of the consideration to be received on its no par stock, shall be deemed capital and to determine if the excess, if any, shall be surplus available for general corporate purposes and distribution as earned surplus.

The Board of Directors may, from time to time, fix the consideration for which shares without par value shall be issued and sold, which shares may be issued by the Board of Directors in whole or in part as a stock dividend, or offered for subscription by stockholders, or otherwise disposed of in accordance with the law, subject to these articles.

Save as otherwise provided herein, the corporation shall be entitled to treat the registered holder of any share of stock as the absolute owner thereof and shall not, except as ordered by a court of competent jurisdiction or as required by statute, be bound to recognize any equitable or other claim to or interest in such share on the part of any person.

Each share of stock shall be entitled to one vote and the votes may be given either personally or by proxy.

ARTICLE [illegible]

[illegible]

That the parties hereto have subscribed and do hereby subscribe for capital stock of said Corporation, as follows:

Name	Shares
John A. Cunningham	200
Max O. Jensen	299
Wilford D. Whitehead	299
Emelia H. Jensen	1
Barbara H. Whitehead	1

ARTICLE XIII

Stock Transfer

(a) Save as hereinafter provided the person proposing to transfer any shares (hereinafter called "the proposing transferor") (which expression shall include the trustee of a bankrupt shareholder or the legal personal representative of a deceased shareholder or the liquidator of a shareholder which is a corporation) shall give notice in writing (hereinafter called "the transfer notice") to the Corporation that he desires to transfer the same. Such transfer notice shall specify the price and the terms of payment upon which he is prepared to transfer the share and shall constitute the Corporation his agent for the sale of the share to any member of the Corporation at the price and upon the terms of payment so specified. The transfer notice shall also state whether or not the proposing transferor has had an offer to purchase the shares or any of them from, or proposes to sell the shares or any of them to, a person who is not a stockholder (hereinafter called "the prospective purchaser") and, if so, the name and address of such person shall be specified in the transfer notice. The transfer notice shall not be revocable except with the sanction of the directors.

(b) The Corporation shall, within fourteen days after receipt of the transfer notice, in the first place, offer the share or shares referred to in the transfer notice to the stockholders other than the proposing transferor as nearly as may be in proportion to the existing shares held by them respectively and the offer shall limit the time to thirty days (30) within which the same if not accepted will be deemed to be declined and shall notify to the stockholders that any member who desires to purchase any number of shares in excess of his proportion should in his reply, state how many excess shares he desires to have and if all the stockholders do not claim their proportions or claim less than their proportion the unclaimed shares shall be used for satisfying the claims in excess.

(c) If the Corporation shall within the space of forty-four days after being served with such notice, find a stockholder or stockholders willing to purchase the share or shares (hereinafter called "the purchasing stockholder or purchasing stockholders"), the Corporation shall give notice thereof to the proposing transferor who shall be bound upon payment of the purchase price to transfer the shares to the purchasing stockholder or stockholders.

(d) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the shares, the Corporation may receive the purchase money and shall thereupon cause the name of the purchasing stockholder or stockholders to be entered in the register as the holder of the share and shall hold the purchase money in trust for the proposing transferor. The receipt of the Corporation for the purchase money shall be a good discharge to the purchasing stockholder and after his name has been entered in the register in purporting exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person.

(e) If the Corporation shall not, within the space of forty-four days after being served with the transfer notice, find a stockholder or stockholders willing to purchase the shares and give notice in a manner aforesaid, the proposing transferor shall at any time within sixty (60) days thereafter, be at liberty to sell and transfer such of the shares, to the prospective purchaser (if any) named in the transfer notice, or if no such prospective purchaser is named in the transfer notice, to any person and at any price not less than or terms less favorable than the price and terms at which the said shares were offered in the transfer notice.

(2) The restrictions on transfer of stock contained in this article shall not apply to the transfer of a share of stock by a stockholder who holds only a single share of stock.

ARTICLE III

OFFICERS AND DIRECTORS

That the officers of this Corporation shall consist of a Board of not less than three (3) or more than seven (7) Directors, a President, one or more Vice-Presidents and a Secretary-Treasurer. The Board of Directors may, by appropriate resolution and by-laws, create other offices and fill them by appointment. To hold the office of Director a person must be the owner, as shown by the books of the Corporation, of at least one share of the capital stock of the Corporation.

The term of office of Directors and officers shall be for one year, or until their successors shall be elected.

Directors shall be elected by the stockholders at the regular meeting of stockholders. Directors may also be elected at any stockholders' meeting, regularly called for that purpose.

The Directors shall have power at any time and from time to time to appoint any other qualified person as a Director to fill a casual vacancy. But no such appointment shall be effective unless a majority of the Directors concur therein and any Director so appointed shall hold office only until the conclusion of the next following regular or special meeting of the Corporation and such Director so appointed shall be eligible for re-election at such meeting.

The Directors may also appoint a Managing Director or a General Manager from time to time and either for a fixed term and may delegate to him such authority, powers and duties as they may from time to time assign to him to manage and direct the business and affairs of the Corporation, except such matters and duties as by law must be exercised or performed by the Directors of the Corporation in general meeting, and the Manager so appointed shall have authority to employ and discharge agents and employees of the Corporation.

The Board of Directors shall have power to fix the amount of the surplus or net profits of the Corporation to be reserved as working capital or for any other purpose, and to determine whether any of the surplus or net profits arising from its business shall be declared in dividends and paid to stockholders.

Except as otherwise expressly provided by law, the Board of Directors shall have power to sell, hypothecate, mortgage, and pledge all or any part of the corporate assets or property.

The President, Vice-President or Vice-Presidents and Secretary-Treasurer shall be appointed by the Board of Directors.

Until the first annual meeting of the stockholders and until the election and appointment of their successors, the following persons shall be Directors of the Corporation:

John A. [illegible]
[illegible]
Willard D. [illegible]

ARTICLE [illegible]

Directors' Meetings

That any three (3) members of the Board of Directors shall constitute a quorum, and when so constituted, a majority of those present shall be authorized to transact the business of and exercise the powers of the corporation. The Directors shall hold a meeting at least once each year.

ARTICLE [illegible]

Liability of Stockholders

That the private property of stockholders shall not be liable for the debts and obligations of the Corporation, and the capital stock of the Corporation shall be non-assessable.

ARTICLE [illegible]

Disclosure of Interest

No contract or other transaction between this Corporation and any person, firm or other corporation, shall in any way be affected or invalidated by the fact that any of the directors, officers or stockholders of this Corporation are pecuniarily or otherwise interested therein or are stockholders, directors or officers of any such other corporation or are individually interested therein; and any director, officer, stockholder, individual or any firm of which any director or stockholder may be a member, may be a party to or may be pecuniarily or otherwise interested in any bona fide contract or transaction of this Corporation provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; provided, however, that any contract for payments of compensation for services rendered to or for the Corporation to an officer or member of the Board of Directors shall not be for a term in excess of one year, but shall be subject to removal.

ARTICLE [illegible]

Annual Meetings

That the regular annual meeting of the stockholders of the Corporation shall be held at the principal place of the Corporation or at such other place or places as the Board of Directors shall direct on the second Tuesday of March at two o'clock P.M. on said date, the first of such meetings to be held on the second Tuesday of March ,19_8_.

Special Meetings

Special meetings of the stockholders may be called by the President or by the Board of Directors or by any number of stockholders owning not less than one-third of the outstanding stock entitled to vote at such meeting, and notice thereof shall be given by registered mail to each stockholder at least ten (10) days before the day fixed for such special meeting.

In order to transact business at any meeting of the stockholders a majority of the issued and outstanding capital stock of the Corporation must be represented. Should less than a majority of the outstanding stock be represented at any meeting, the maing may be adjourned from time to time by a majority vote of those present and no further notice of the said adjourned meeting need be given save and except that the time and place to which such meeting is adjourned shall be clearly stated by oral announcement to all stockholders then and there present.

The books of the Corporation shall be closed for transfer of stock ten (10) days before the date of the holding of any stockholders' meeting, and only stockholders of record at the time of the closing of the books or their proxies shall be permitted to vote at any meeting.

Subject to the Civil Code, any resolution, the adoption and approval of which is manifested and evidenced by the signature of an 85% majority of the stockholders of the company, without meeting together, shall have the same force and effect and validity as if said resolution had been adopted by a majority vote at a formal meeting of the stockholders and shall be entered in the minute book of the stockholders meeting accordingly.

ARTICLE [illegible]

Amendments

That the Articles of Incorporation of this Corporation may be amended by an eighty five per cent (85%) majority vote of the stockholders at any regularly constituted meeting of said stockholders. A notice setting forth the substance of the Amendment must be mailed to each stockholder not more than 60 nor less than 10 days prior to the meeting; provided that no notice shall be required if the Amendment is adopted by unanimous vote of the stockholders.

ARTICLE [illegible]

Preemptive Rights

All new shares shall, before issue, be offered to such persons as, at the date of offer, are entitled to receive notices from the Corporation of general meetings in proportion, as nearly as the circumstances admit, to the amount of existing shares held by them respectively at the date of the offer. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on the receipt of a notice in writing from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Corporation. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this article.

ARTICLE [illegible]

Cumulative Voting

At all elections of Directors of the Corporation each common stockholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares of stock, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE [illegible]

[illegible]

All corporate expenditures shall be made by check, signed by the President and the Treasurer, and all expenditures for capital assets and equipment in excess of One Thousand ($1,000.00) Dollars must be approved in advance by resolution of the Board of Directors; provided, however, that obligations in the ordinary course of business for expenditures other than capital assets and equipment may be incurred by the general manager appointed by the Board of Directors.

ARTICLE [illegible]

[illegible] and Construction

That the Board of Directors of the Corporation shall have the authority to promulgate and adopt such by-laws as in their judgment shall be proper or expedient for the management or regulation of the business of the Corporation, provided that such by-laws are not in conflict with these Articles or the laws or Constitution of the State of Utah, and that the compensation of all officers of the Corporation, including the compensation of Directors thereof, shall be set by the Board of Directors herein.

[illegible]

[illegible]

Every Director or other officer of the Corporation shall be indemnified by the Corporation against, and it shall be the duty of the Directors out of the funds of the Corporation to pay all costs, charges and expenses which any such officer or servant may incur or become liable by reason of any contract entered, or in any way in the discharge of his duties, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

No Director or other officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other act of conformity, or for any loss or expense happening to any property acquired by order of the Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for the loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own wilful neglect or default.

[illegible]

[illegible]

That the 200 shares of Common Stock allocated to John A.

[illegible] have been fully paid for by the [illegible] the Corporation of the sum of Two Thousand ($2,[illegible]) Dollars cash.

The remainder of the stock subscribed by [illegible] Jensen, Wilford D. Whitford, Emelia M. Jensen and Barbara H. Whitford has been paid for by the transfer by [illegible] Jensen and Wilford D. Whitford to the Corporation of the following assets and liabilities of the [illegible], a partnership:

ASSETS:

Equipment	$ [illegible]
Truck	[illegible]
Land and Buildings	20,[illegible]
Prepaid Interest on Truck	[illegible]
Prepaid Insurance	[illegible]
Work in Progress	[illegible]
Inventory	[illegible]
	[illegible]

LIABILITIES:

Contracts Payable - Truck	[illegible]
Mortgage	[illegible]
	$ [illegible]

The corporation shall forthwith issue its demand note in the amount of $[illegible] payable to [illegible] Jensen and Wilford D. Whitford in consideration for the transfer to the corporation of net assets in excess of $6,[illegible].

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of July, 19[illegible]7.

Wilford D. Whitford

[illegible] Jensen

Barbara H. Whitford

Emelia M. Jensen

[illegible]

[illegible]

STATE OF UTAH)
COUNTY OF SALT LAKE) ss.

[illegible], being first duly sworn depose and say: That they are the [illegible] of the Incorporators of [illegible], Inc., the above and foregoing Corporation; that they have subscribed and it is their bona fide intention to carry on the business mentioned in the above and foregoing Articles of Incorporation; that the affiants verily believe that each party to the foregoing Articles of Incorporation has paid or is able to and will pay the amount of the capital stock subscribed by such stockholder and not less than ten per cent of the capital stock of the Corporation has been paid in.

[illegible] [illegible]

[illegible]

Subscribed and sworn to before me this 2nd day of January, A.D. 1958.

Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:
Sept. 1, 1958