

FILED/EFFECTIVE

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNITED SYSTEMS, INC.**

DEC 20 2 20 PM '01

SECRETARY
STATE

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Effective as of December 27, 2001 (the "**Effective Date**"), the following Amended and Restated Articles of Incorporation (the "**Amendment**") of United Systems, Inc. an Idaho corporation (the "**Corporation**"), were duly adopted by the Directors and the Shareholders of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-1007, 30-1-704, and 30-1-821. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on March 20, 1997, under the name of Commercial Building Services, Inc.

Pursuant to Idaho Code Section 30-1-1006 the undersigned President and Secretary of the Corporation certify as follows:

1. **Name.** The name of the corporation is Commercial Building Services, Inc.
2. **Date.** The Amendment was adopted by the Directors and Shareholders of the Corporation pursuant to a unanimous consent in accordance with Idaho Code Sections 30-1-704 and 30-1-821, effective December 27, 2001.
3. **Shares.** At the time of adoption of the Amendment, there were 10,000 Common Shares of the Corporation outstanding and entitled to vote. All Common Shares voted for the Amendment and the Directors of the Corporation consented to the Amendment as evidenced by the Unanimous Consent and Action in Lieu of Meeting of the Board of Directors and Shareholders of the Corporation executed effective December 27, 2001, pursuant to Idaho Code Sections 30-1-704(4) and 30-1-821.
4. **Amendment.** The text of the Articles of Incorporation as previously amended or supplemented is further amended to read in its entirety as set forth below:

**Article 1
NAME OF THE CORPORATION**

The amended and restated name of the corporation shall be United Systems, Inc. (the "**Corporation**"), previously referred to as Commercial Building Services, Inc.

**Article 2
DURATION**

The Corporation shall have perpetual existence.

**Article 3
PURPOSES OF THE CORPORATION**

The Corporation may do any acts and perform any business permitted by the Idaho Business Corporation Act.

IDAHO SECRETARY OF STATE
12/28/2001 05:00
CK: 73218 CT: 28522 BH: 437879
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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF UNITED SYSTEMS, INC.

**Article 4
SHARES**

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	10,000	\$1.00

**Article 5
NOTICE OF MEETINGS AND VOTING**

5.1 Notice. Written notice of meetings shall be delivered to all shareholders of the Corporation. Notice of meetings shall be given pursuant to the Bylaws of the Corporation.

5.2 Voting. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of shareholders, including election of directors of the Corporation and other corporate purposes.

**Article 6
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 2049 Airport Way, Boise, Idaho 83705 and the name of its initial registered agent at such address is Daniel Buchanan.

**Article 7
INITIAL BOARD OF DIRECTORS**

The number of directors constituting the board of directors of the Corporation will be no less than two (2) and no greater than five (5). Under the Amended and Restated Articles of Incorporation and until changed as provided in the Corporation's Bylaws, the number of directors who constitute the Board of Directors is two (2). The names and addresses of such persons to serve as the directors are as follows.

Name	Address
Daniel Buchanan	2049 Airport Way, Boise, Idaho 83705
Karen L. Bodiker-Buchanan	2049 Airport Way, Boise, Idaho 83705

**Article 8
DIRECTOR LIABILITY**

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or

omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article 8 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

Article 9 INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article 9. No amendment to or repeal of this Article 9 shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

Article 10 INCORPORATOR

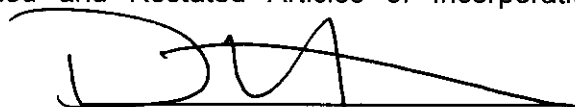
For purposes of the Amended and Restated Articles of Incorporation, the name and address of the Incorporator is:

Name	Address
Thomas Chandler	877 Main Street, Suite 1000, Boise, Idaho 83702

Article 11 EXECUTION

For the purpose of forming this corporation under the laws of the State of Idaho, the undersigned have executed these Amended and Restated Articles of Incorporation on December 27, 2001.

Dated: December 27, 2001


Daniel Buchanan, President

Dated: December 27, 2001


K. Bodiker-Buchanan, Secretary