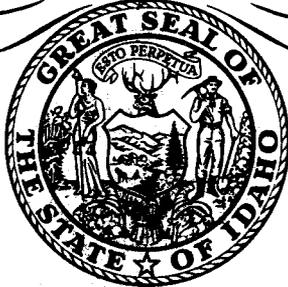


State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

EDSON H. DEAL
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

AMERICAN WESTERN COMPANY, INC.

a corporation duly organized and existing under the laws of **Texas** 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 **third** day of **February** 19**67**, a properly authenticated copy of its articles of incorporation, and on the **third** day of **February** 19**67**, a designation of **T. H. Eberle** or **H. 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 **February**, A.D. 19**67**.

Secretary of State.



The State of Texas
Secretary of State

I, JOHN L. HILL, Secretary of State of the State of Texas DO HEREBY CERTIFY that the attached is a true and correct copy of the following described instruments on file in this office:

AMERICAN WESTERN COMPANY, INC.

Articles of Incorporation	February 23, 1959
Amendment	May 10, 1962
Statement of Change of Registered Office and Registered Agent	October 28, 1963
Statement of Change of Registered Office and Registered Agent	April 26, 1965
Statement of Change of Registered Office and Registered Agent	May 9, 1966



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

...30th day of ...January..., A. D. 1967...

John L. Hill
Secretary of State

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT, OR BOTH,
OF

AMERICAN WESTERN COMPANY, INC.

Filed in the Office of the
Secretary of State of Texas
9 May 1966
Lion Lee, Inc.
Legal Counsel
By Bernibel Estiben
Administrative Assistant

To the Secretary of State
of the State of Texas:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of TEXAS submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Texas:

1. The name of the corporation is AMERICAN WESTERN COMPANY, INC.
- * 2. The post office address of its present registered office is 410 AMERICAN BANK OF COMMERCE BLDG., ODESSA, TEXAS
- * 3. The post office address to which its registered office is to be changed is 1115 S'WEST NAT'L BANK BLDG., EL PASO, TEXAS
4. The name of its present registered agent is CHARLES F. OPEL
5. The name of its successor registered agent is SAME
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

Dated AUGUST 2, 1965.

AMERICAN WESTERN COMPANY, INC.

By Charles F. Opel
Its President

STATE OF TEXAS }
COUNTY OF EL PASO, TEXAS }

I, Verta M. Shute, a notary public, do hereby certify that on this 4th day of May, 1966, personally appeared before me Charles F. Opel who being by me first duly sworn, declared that he is the President of American Western Company, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

Verta M. Shute
Notary Public

*(Give street or building address, as well as city or town.)

Filed in the Office of the
Secretary of State of Texas
26 Apr 1965
Robert L. Towery
Director, Chapter Division
Gonmibel Pettibon
Administrative Assistant

CHANGE OF REGISTERED OFFICE AND REGISTERED AGENT
TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to Article 2.10 of the Texas Business Corporation Act, the undersigned corporation hereby gives notice of a change in its registered office and a change in its registered agent, and in this connection states:

- (1) The name of the corporation is American Western Company, Inc.
- (2) The post office address of its then registered office was 1013 El Paso National Bank Building, El Paso, Texas.
- (3) The post office address of the registered office is to be changed to 410 ABC Building, Odessa, Texas.
- (4) The name of its then registered agent is James L. Baker.
- (5) The name of the successor registered agent is Charles F. Opel.
- (6) The post office address of its registered office and the post office address of the business office of its registered agent, as changed, are identical.
- (7) Such change was authorized by Resolution duly adopted by the Board of Directors of said corporation.

DATED this 13th day of April, 1965.

AMERICAN WESTERN COMPANY, INC.

By: _____
Charles F. Opel, President

ATTEST:

Thornton Hardie, Jr., Assistant Secretary

THE STATE OF TEXAS |
COUNTY OF ECTOR |

BEFORE ME, the undersigned authority, personally came

CHARLES F. OPEL, known to me to be the person
whose name is subscribed to the foregoing statement, and upon his oath stated
that he is authorized by American Western Company, Inc. to execute this
affidavit; that he has read the foregoing statement and every allegation of
fact therein contained is true and correct.

SUBSCRIBED AND SWORN TO BEFORE ME this 13th day
of April, 1965, to certify which, witness my hand and seal of office.

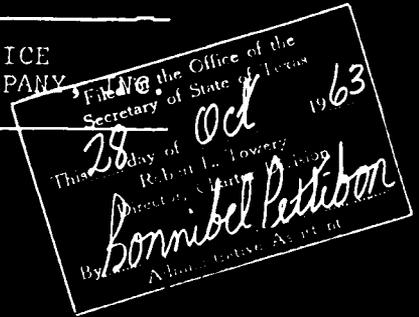


James E. Elinfeld

Notary Public in and for
Ector County, Texas

4-2

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT OF AMERICAN WESTERN COMPANY



TO THE SECRETARY OF STATE OF THE STATE OF TEXAS:

Pursuant to the provisions of the Texas Business Corporation Act, the undersigned corporation, organized under the laws of the State of Texas, submits the following statement for the purpose of changing its registered office and its registered agent in the State of Texas:

1. The name of the corporation is AMERICAN WESTERN COMPANY, INC.
2. The post office address of its present registered office is 812 Mills Building, El Paso, Texas.
3. The post office address to which its registered office is to be changed is 1009 El Paso National Bank Building, El Paso, Texas.
4. The name of its present registered agent is Leo R. Schuster, Jr.
5. The name of its successor registered agent is James L. Baker.
6. The post office address of its registered office and the post office address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

DATED this _____ day of October, 1963.

AMERICAN WESTERN COMPANY, INC.

ATTEST:

BY:

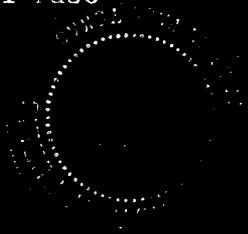
Its _____ President

Secretary

THE STATE OF TEXAS :
 :
COUNTY OF EL PASO :

I, the undersigned, a Notary Public, do hereby certify that on this 25th day of October, 1963 personally appeared before me James T. Drake, who being by me first duly sworn, declared that he is the president of AMERICAN WESTERN COMPANY, INC., that he signed the foregoing document as the President of the corporation and that the statements therein contained are true.

Madeline L. Drake
Notary Public in and for El Paso
County, Texas



Filed in Office of the
Secretary of State of Texas
This 18 day of May 1962
John Lee
Deputy Director, Corporation Division

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF

AMERICAN WESTERN CONSTRUCTION COMPANY

Pursuant to the provisions of Article 4.04 of the
Texas Business Corporation Act, the undersigned corporation adopts
and files the Articles of Amendment to the Articles of Incorporation
of the undersigned corporation the purpose of which is to amend the
Articles of Incorporation of the undersigned corporation and purposes stated in the
Articles of Incorporation.

ARTICLE I

The name of the corporation shall be American Western Construction Company.

ARTICLE II

The purpose of the corporation shall be to engage in the business of
constructing and maintaining highways, bridges, dams, levees, canals,
airports, harbors, and other public works, and to engage in any and
all other activities which may be necessary or incidental to the
achievement of the above purposes.

ARTICLE III

The capital of the corporation shall be \$1,000,000.00, divided into
100,000 shares of common stock, each share having a par value of
\$10.00.

ARTICLE IV

The corporation shall have the power to acquire, hold, lease, convey,
mortgage, and otherwise dispose of real and personal property, to
contract, to sue and be sued, to execute and deliver instruments,
to make and alter its bylaws, and to do all other things which a
corporation may lawfully do.

ARTICLE V

The corporation shall have the power to elect and remove its officers
and directors, and to fill any vacancies that may occur.

in carrying out any and all of the foregoing purposes.

ARTICLE FOUR

The number of shares of the Corporation outstanding at the time of such adoption was two hundred (200) shares; and the number of shares entitled to vote thereon was two hundred (200) shares.

ARTICLE FIVE

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendments and additions.

DATED this the 7th day of May, 1968.

AMERICAN WESTERN CONSTRUCTION COMPANY

By: James L. Baker
JAMES L. BAKER, President

M. S. Leduke
M. S. LEDUKE, Secretary

AFFIX CORPORATE SEAL

STATE OF TEXAS }
COUNTY OF EL PASO }

I, W. L. ..., a Notary Public in and for El Paso County, Texas, do hereby certify that on this the 7th day of May, 1968, personally appeared before me JAMES L. BAKER, who declared that he is the President of the Corporation executing the foregoing document, and being first duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



W. L. ...
Notary Public in and for El Paso County, State of Texas

My Comm. Expires ... at El Paso Co., Texas

ARTICLES OF INCORPORATION
OF
AMERICAN WESTERN CONSTRUCTION COMPANY



We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is American Western Construction Company.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are:

(1) To manufacture, process, repair, buy, sell, exchange and lease goods, wares, and merchandise.

(2) To explore and drill for, mine, produce, process, refine and market minerals of every kind, either solid, liquid or gaseous, or any combination thereof; and for said purposes only, to buy, sell, lease and exchange lands and interests therein; but in no event to engage directly in the oil pipeline business in the State of Texas as prohibited by "Texas Business Corporation Act".

(3) To store, transport, buy and sell oil, gas, salt, brine and other mineral solutions and liquified minerals; also sand and clay for the manufacture and sale of clay products.

(4) To design, purchase and sell steel and iron and other metal products and the manufacture of any or all of such products, and to design, sell, construct and erect engineering structures, and to contract for the construction and erection of such structures.

(5) To contract for the erection, construction, or repair of any building, structure or improvement, public or private, and erect, construct or repair same or any part thereof, and to acquire, own and prepare for use any materials for said purposes.

(6) To contract for the construction and engineering of structures, improvements and facilities of all kinds permitted by law.

(7) To establish and maintain garages with authority to purchase, sell, store, house, rent, operate, repair and otherwise deal in automobiles and other motor vehicles and their accessories, gasoline, and oils necessary to the operation of motor vehicles; provided, however, the right to operate shall not conflict with any ordinance of any incorporated city or town in which the corporation shall operate.

(8) To acquire, bring together, hold, dispose of and deal in royalty and other interests in minerals, and to manage, control and exploit said mineral interests, and to collect the revenue arising therefrom.

(9) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is twenty thousand (20,000) of the par value of Five (\$5.00) Dollars each.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of One Thousand (\$1,000.00) Dollars, consisting of money, labor done or property actually received, which sum is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE SIX

The post office address of its initial registered office is 812 Mills Building, El Paso, Texas, and the name of its initial registered agent at such address is Leo R. Schuster, Jr.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors is three, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are:

<u>Name</u>	<u>Post Office Address</u>
Leo R. Schuster, Jr.	812 Mills Building, El Paso, Texas
Jack S. Elliott	810 Mills Building, El Paso, Texas
Harold L. Sims	Third Floor, El Paso Natural Gas Co. Building, El Paso, Texas

ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>Name</u>	<u>Post Office Address</u>
Harold L. Sims	Third Floor, El Paso Natural Gas Co. Building, El Paso, Texas
William B. Hardie	Third Floor, El Paso Natural Gas Co. Building, El Paso, Texas
John A. Grambling	Third Floor, El Paso Natural Gas Co. Building, El Paso, Texas

IN WITNESS WHEREOF, we have hereunto set our hands this
20th day of February, A. D., 1959.

Harold L. Sims

Harold L. Sims

William B. Hardie

William B. Hardie

John A. Grambling

John A. Grambling

STATE OF TEXAS)
COUNTY OF EL PASO)

I, Roberta M. Jones, a notary public, do hereby certify that on this, the 20th day of February, 1959, personally appeared before me, Harold L. Sims, William B. Hardie and John A. Grambling, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Roberta M. Jones

Notary Public, El Paso County, Texas