

State of Idaho

Office of the Secretary of State

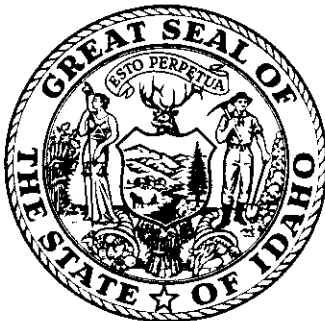
**CERTIFICATE OF AUTHORITY
OF
NEOSHO CONSTRUCTION COMPANY, INCORPORATED**

File Number C 155717

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: 26 July 2004



Ben Yursa

SECRETARY OF STATE

By *Lynette Holloway*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

APR 25 1994 9:28

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

NEOSHO CONSTRUCTION COMPANY, INCORPORATED

2. The name which it shall use in Idaho is: NEOSHO CONSTRUCTION COMPANY, INCORPORATED

3. It is incorporated under the laws of: KANSAS

4. Its date of incorporation is: July 19, 1989

5. The address of its principal office is:

9641 Lackman Road Lenexa, KS. 66210

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is: 1401 Shoreline Dr., Suite 2, Boise, ID. 83702

and its registered agent in Idaho at that address is: Corporation Service Company

8. The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>Robert K. Matthews</u>	<u>President</u>	<u>9641 Lackman Road Lenexa, KS. 66210</u>
<u>Tom Gifford</u>	<u>Asst. Secretary</u>	<u>1 No. Lexington Ave Wh. Plains NY 10601</u>
<u>Michael P Rivera</u>	<u>VP-Sect. Dir.</u>	<u>1 No. Lexington Ave Wh. Plains NY 10601</u>
<u>Kenneth J Bauer</u>	<u>VP-&CFO, Dir</u>	<u>1 No. Lexington Ave Wh. Plains NY 10601</u>
<u>Arthur Driedger</u>	<u>VP-Treasurer</u>	<u>1 No. Lexington Ave Wh. Plains NY 10601</u>

Dated: 7/19/04

Signature: [Signature]

Typed Name: Tom Gifford

Capacity: Asst. Secretary

Customer Acct #

(if using pre-paid account)

Secretary of State use only

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Revised 07/2002

IDAHO SECRETARY OF STATE
07/26/2004 05:00
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Listing of Offices as of April 2004

Neosho Construction Co.
9641 Lackman Road
Lenexa, KS 66210

KS

C 63643

Directors

Christophe Juillard
Michael P. Rivera
Kenneth J Bauer

Address

One N. Lexington Ave
White Plains, NY 10601

Offices

Title

Gene Joseph Cellini
Tom Gifford
Kenneth J Bauer
Arthur Driedger
Michael P. Rivera
Arthur Driedger

Assistant Treasurer
Assistant Secretary
Vice President & CFO
Vice President - Treasurer
Vice President - Secretary
Vice President & Treasurer

Robert K. Matthews
Robert Herschenfeld

President
Vice President

9641 Lackman Road
Lenexa, KS 66210

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
RON THORNBURGH



To all to whom these presents shall come, Greetings:
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I FURTHER CERTIFY that a certificate of merger was filed in this office September 5, 2001 merging NEOSHO, INCORPORATED, a Kansas corporation into NEOSHO CONSTRUCTION COMPANY, INCORPORATED.

I FURTHER CERTIFY that a certificate of amendment was filed in this office January 9, 2003.

I FURTHER CERTIFY that a certificate of amendment was filed in this office February 12, 2004.

I FURTHER CERTIFY that a certificate of merger was filed in this office February 13, 2004 merging NEOSHO CENTRAL AMERICA, INC., a Kansas corporation into NEOSHO CONSTRUCTION COMPANY, INCORPORATED.

I DO FURTHER CERTIFY that NEOSHO CONSTRUCTION COMPANY, INCORPORATED has paid all fees and franchise taxes due in this office and is in good standing according to the records now on file in the office of Secretary of State



In testimony whereof:
I hereto set my hand and cause
to be affixed my official seal.
Done at the City of Topeka, this
16th day of June, A.D. 2004

RON THORNBURGH
SECRETARY OF STATE