

**ARTICLES OF INCORPORATION
OF
JIM MACKEN CONSTRUCTION, INC.**

FILED
In the office of the Secretary of State
of the State of California

NOV 08 1999

RCG

I. NAME


BILL JONES, Secretary of State

The name of the corporation is Jim Macken Construction, Inc.

II. PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

III. INITIAL DIRECTORS

The names and addresses of the persons appointed to act as initial Directors are:

James G. Macken	4578 Crow Canyon Place Castro Valley, CA 94552
Danon C. Macken	4578 Crow Canyon Place Castro Valley, CA 94552

IV. AGENT FOR SERVICE OF PROCESS

The name and address in this state of the corporation's initial agent for service of process is James G. Macken, 4578 Crow Canyon Place, Castro Valley, CA 94552.

V. STOCK

The corporation is authorized to issue only one class of shares, which shall be designated as common shares, having a total number of 1000 shares.

VI. NUMBER OF SHAREHOLDERS

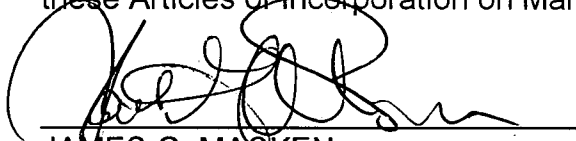
The corporation's issued shares shall be held of record by not more than ten persons. This corporation is a close corporation.

VII. NO PREFERENCES, PRIVILEGES, RESTRICTIONS

No distinction shall exist between the shares of the corporation or the holders thereof.

EXECUTION

IN WITNESS WHEREOF, the undersigned, who are the incorporators and include the above named initial Directors of this corporation, have executed these Articles of Incorporation on March 13, 1999.


JAMES G. MACKEN


DANON C. MACKEN

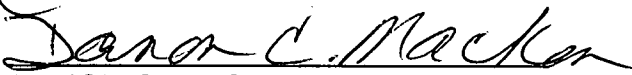
DECLARATION

We, and each of us, declare:

1. We are the persons whose names are subscribed below.
2. We collectively are all of the incorporators of JIM MACKEN CONSTRUCTION, INC., and all of the initial directors named in the foregoing Articles of Incorporation, and we have executed these Articles of Incorporation.
3. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed on March 13, 1999, at Castro Valley, California.


JAMES G. MACKEN
Incorporator and Director


DANON C. MACKEN
Incorporator and Director