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**ARTICLES OF INCORPORATION
OF
BCER ENGINEERING, INC.
(a Colorado corporation)**

The undersigned, being a natural person who is eighteen years of age or older, acting as the incorporator of a Corporation to be incorporated under the laws of the State of Colorado, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
Name

The name of the Corporation is BCER ENGINEERING, INC. —

ARTICLE II
Capitalization

A. **Authorized Shares.** The Corporation shall have authority to issue 100,000 shares of common stock, with the par value of \$.001 per share.

B. **Transfer Restrictions.** The Corporation shall have the right to impose restrictions on the transfer of all, or any part of, its shares or any interest therein and may become party to agreements entered into by any of its shareholders restricting transfer or encumbrance of any of its shares, or subjecting any of its shares to repurchase or resale obligations, provided that such restrictions as may from time to time be so imposed or notice of the existence thereof or the agreements creating the same shall be set forth upon the face or back of the certificates representing such shares of stock.

ARTICLE III
Offices

A. **Registered Office and Agent.** The street address of the initial registered office of the Corporation is 303 East Seventeenth Avenue, Suite 800, Denver, Colorado 80203-1260, and the name of the initial registered agent at that address is Gregory J. Smith, Esq. The written consent of the initial registered agent to the appointment as such is set forth below.

B. **Principal Office.** The address of the Corporation's initial principal office is 2801 Youngfield Street, Suite 230, Golden, Colorado 80401. —

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ARTICLE IV
Incorporator

The name and address of the incorporator are Gregory J. Smith, Esq., 303 East Seventeenth Avenue, Suite 800, Denver, Colorado 80203-1260.

ARTICLE V
Purposes

The purposes for which the Corporation is organized are the transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act.

ARTICLE VI
Preemptive Rights

The shareholders shall have preemptive rights to the extent provided in the Colorado Business Corporation Act.

ARTICLE VII
Quorum for Shareholders' Meetings

With respect to action to be taken by the shareholders on any matter where the approval or concurrence of at least a majority of all votes entitled to be cast with respect to such matter would otherwise be required by the Colorado Business Corporation Act, such action shall require the approval or concurrence of two-thirds of all votes entitled to be cast with respect to such matter. The shareholders may adopt or amend Bylaws requiring a greater quorum for any meeting of shareholders or fixing a greater voting requirement for any matter to be acted upon by the shareholders than is provided herein or by the Colorado Business Corporation Act, without the necessity of amending these Articles of Incorporation, and such Bylaws shall control. Any Bylaw adding, changing, or deleting a greater quorum or voting requirement for shareholders shall meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever are greater.

ARTICLE VIII
Board of Directors

A. Board of Directors. The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a board of directors. The number of directors shall be fixed and may be altered from time to time in the manner provided in the bylaws of the Corporation, but no decrease shall have the effect of shortening the term of any incumbent director.

B. Initial Directors. The members of the initial board of directors shall be elected in accordance with Section 7-102-105 of the Colorado Business Corporation Act.

C. Terms of Directors. The directors shall be elected at each annual meeting of the shareholders, provided that vacancies may be filled by election by the remaining directors, though less than a quorum, or by the shareholders. Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualifies.

ARTICLE IX Cumulative Voting

Cumulative voting shall be permitted in the election of directors, so that in the election of directors, each shareholder that is entitled to vote shall be permitted to cumulate votes by multiplying the number of votes the shareholder is entitled to cast by the number of directors for whom the shareholder is entitled to vote and casting the product for a single candidate or distributing the product, in any proportion the shareholder elects, among two or more candidates.

ARTICLE X Limitation on Director Liability

A director of the Corporation shall not be personally liable to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its shareholders for monetary damages otherwise existing for (i) any breach of the director's duty of loyalty to the Corporation or to its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) acts specified in Section 7-108-403 of the Colorado Business Corporation Act; or (iv) any transaction from which the director directly or indirectly derived any improper personal benefit. If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

ARTICLE XI Indemnification

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that such person is or was a director or officer of the Corporation or, while serving as a director or officer of the

Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XII
Effective Date

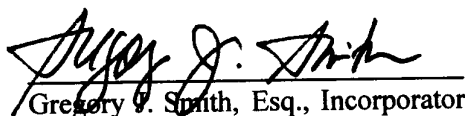
The existence of the Corporation shall begin on November 1, 1994.

ARTICLE XIII
Internal Affairs

A. Bylaws. The initial Bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or to adopt new Bylaws shall be vested in the board of directors. The Bylaws may contain any provision for the regulation and management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

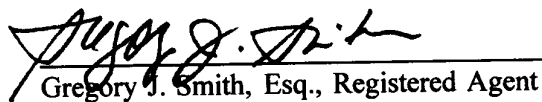
B. Corporate Opportunities. The officers, directors and other members of management of the Corporation shall be subject to the doctrine of corporate opportunities, except to the extent limited by the shareholders, expressed in agreements among them on file at the principal office of the Corporation or as evidenced by resolutions appearing in the Corporation's minutes.

IN WITNESS WHEREOF, the undersigned, being the incorporator designated in Article IV of the annexed and foregoing Articles of Incorporation, has executed these Articles of Incorporation as of the 28th day of October, 1994, effective November 1, 1994.



Gregory J. Smith, Esq., Incorporator

The undersigned consents to his appointment as the initial registered agent of BCER Engineering, Inc.



Gregory J. Smith, Esq., Registered Agent