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ARTICLES OF INCORPORATION
OF
ATE MANAGEMENT OF DULUTH, INC.

WE, THE UNDERSIGNED, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 301 of the Minnesota Statutes, known as the Minnesota Business Corporation Act, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is ATE MANAGEMENT OF DULUTH, INC.

ARTICLE II.

Its purposes are:

To furnish comprehensive management, consulting, accounting, engineering, appraisal and supervisory services to other persons, firms, corporations, municipalities and political subdivisions, engaged in any and all types of business and manufacturing activities and governmental functions, in the United States and elsewhere, including but not limited to the management and supervision of the organization, maintenance and operation of a transportation service as a common or contract carrier, and of the maintenance and repair of motor vehicles, plant operation, plant maintenance, building contracting, surveying, purchasing and marketing.

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To engage in any lawful act or activity for which corporations may be organized under the corporation law of the State of Minnesota.

To purchase, own, hold, operate, develop, lease, mortgage, pledge, hypothecate, exchange, sell, transfer, invest, trade or otherwise deal in real or personal property, stocks, mortgages, bonds, securities, choses in action, chattel mortgages, open accounts, conditional sales contracts, equipment obligations, commercial paper, security interests or any interest therein; to enter into contracts of any and every kind for the carrying out of its purposes and objects.

To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property of every class and description.

To acquire, and pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets, property, and/or stock of any person, firm, association or corporation, and in connection therewith to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and

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trade names, relating to or useful in connection with any business of this corporation.

To borrow or raise moneys for any of the purposes of the corporation, and, from time to time without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the corporation's property and assets, or any interest therein, wherever situated.

In general, to possess and exercise all the powers and privileges granted by the corporation law of the State of Minnesota or by any other law of Minnesota or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the businesses or purposes of the corporation.

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The businesses and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the businesses and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent businesses and purposes.

ARTICLE III.

Its duration shall be perpetual.

ARTICLE IV.

The location and post office address of its registered office in the State of Minnesota is 405 Second Avenue, South, c/o C T Corporation System Inc., Minneapolis.

ARTICLE V.

The total authorized number of shares shall be ten thousand (10,000), and the par value of each of such shares shall be Ten Dollars (\$10.00) amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

No stockholder shall be entitled as a matter of right to subscribe for or receive additional shares, but such additional shares of stock may be issued or disposed of by the board of directors to such persons and on such terms as in its discretion it shall deem advisable.

ARTICLE VI.

The amount of stated capital with which the corporation will begin business is One Thousand Dollars (\$1,000.00).

ARTICLE VII.

The names, post office addresses and term or terms

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of office of the first directors are:

NAMES	POST OFFICE ADDRESS	TERM OF OFFICE
D. L. Ringo	110 Ridge Road Fort Mitchell, Covington, Ky. 41011	June, 1970
Harry W. Springer	1329 S. 93rd St. Omaha, Nebraska 68124	June, 1970
J. V. Garvey	2401 Rudy Road Bellevue Park, Harrisburg, Pa. 17104	June, 1970
R. C. Bennett	216 Colony Drive Fort Mitchell, Ky. 41017	June, 1970
R. W. Chesney	17 Dobbs Terrace Scarsdale, N.Y. 10583	June, 1970

ARTICLE VIII.

The name and post office address of each of the incorporators are:

NAME	POST OFFICE ADDRESS
G. Lewis	123 S. Broad Street Philadelphia, Pa. 19109
S. R. Solomon	123 S. Broad Street Philadelphia, Pa. 19109
C. H. McClain	123 S. Broad Street Philadelphia, Pa. 19109

ARTICLE IX.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To accept or reject subscriptions for shares and to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the articles of incorporation in such amounts and for such considerations as from time to time shall be determined by the board.

To make and alter the by-laws of this corporation, except those fixing their number, qualifications, classifications or terms of office, subject to the power of

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the shareholders to change or repeal such by-laws.

To fix the amount to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By unanimous affirmative action of the entire board, to designate two or more of its number to constitute an executive committee, which, to the extent determined by affirmative action of the entire board, shall have and exercise the authority of the board in the management of the business of the corporation.

When and as authorized by the vote of holders of shares entitling them to exercise at least two-thirds of the voting power on such proposal, the board of directors shall have power and authority, by action taken at any meeting of the board, to sell, lease, exchange, or otherwise dispose of all or substantially all of its property and assets, including its good will, upon such terms and conditions and for such considerations, which may be money, shares, bonds, or other instruments for the payment of money or other property, as the board of directors deem expedient.

Meetings of shareholders may be held outside the State of Minnesota, if the by-laws so provide. The books of this corporation may be kept outside of the State of Minnesota at such places as may be from time to time designated by the board of directors or in the by-laws of the corporation.

ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter

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prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

Any amendment may be adopted by the affirmative vote of the holders of a majority of the voting power of all shareholders entitled under these Articles to vote, provided that if any amendment would adversely affect the rights of the holders of shares of any class, then in addition to the foregoing vote, the holders of each class of shares so affected by the amendment shall be entitled to vote as a class upon such amendment whether or not by the terms of these Articles such class is otherwise entitled to vote and the affirmative vote of the holders of a majority of the shares of each class so affected by the amendment shall be necessary to the adoption thereof, provided, further, that if an amendment would make any substantial change in the purposes for which the corporation is organized, then the holders of each class of shares shall be entitled to vote as a class upon such amendment whether by the terms of these Articles such class is otherwise entitled to vote or not, and the affirmative vote of the holders of two-thirds of the shares of each class shall be necessary to the adoption thereof.

ARTICLE XI.

Shareholders shall not have the right of cumulative voting.

ARTICLE XII.

The corporation shall have power to indemnify persons against certain expenses and liabilities as provided in section 301.095 of the Minnesota Statutes.

IN TESTIMONY WHEREOF, we have hereunto set our

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hands this 26 day of September, 1969

G. Lewis (SEAL)
G. Lewis
S. R. Solomon (SEAL)
S. R. Solomon
C. H. McClain (SEAL)
C. H. McClain

In the presence of

C. P. Wetherington
C. P. Wetherington

N. Green
N. Green

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STATE OF PENNSYLVANIA }
COUNTY OF PHILADELPHIA }

SS:

On this 26 day of September, 1969,

personally appeared before me, G. Lewis, S. R. Solomon and C. H. McClain to me known to be the persons named in and who executed the foregoing Articles of Incorporation, and they acknowledged that they executed the same as their free act and deed, for the uses and purposes therein expressed.

Jean Wilsterman
Notary Public
Jean Wilsterman

JEAN L. WILSTERMAN
Notary Public, Philadelphia, Philadelphia Co.,
My Commission Expires August 6, 1979

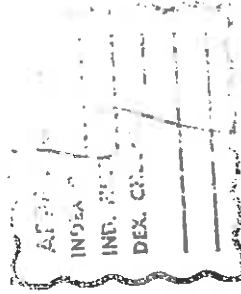
(NOTARIAL SEAL)



STATE OF MINNESOTA
DEPARTMENT OF STATE

I hereby certify that the within instrument was filed for record in this office on the 30 day of Sept. A. D. 1969 at 8 o'clock A. M., and was duly recorded in Book W-33 of incorporations, on page 265

Joseph L. Donovan
Secretary of State



123 So. Broadway, Chicago 19109
C. T. Robinson
J. F. Wickertman

OFFICE OF REGISTER OF DEEDS
STATE OF MINNESOTA
COUNTY OF HENNEPIN
I hereby certify that the within instrument
was filed for record in this office on the
18 day of OCT A. D. 1969 at 8
o'clock ² P. M., and was duly recorded in book
69 of Hennepin County Records
page 3798273
By *Bentley Allison*
DEPUTY REGISTER OF DEEDS

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