

ARTICLES OF INCORPORATION
OF
MARKEL CONSTRUCTION COMPANY

I, the undersigned natural person, of the age of eighteen years or more, acting as incorporator in order to organize and establish a corporation under and pursuant to the Colorado Corporation Code, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

Markel Construction Company
5723 Arapahoe Ave., Unit 2A
Boulder, CO 80303

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ARTICLE II

The term of the corporation shall be perpetual.

ARTICLE III

1. The purposes for which the corporation is organized are as follows:
 - a. To conduct, engage in and carry on a construction business.
 - b. The transaction of all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.
 - c. To engage in any activities which are necessary, suitable or convenient for the accomplishment of the above purposes or which are incidental thereto or connected therewith.
2. The corporation shall have all powers as specified in the Colorado Corporation Code, Colorado Revised Statutes, as amended.



ARTICLE IV

1. The aggregate number of shares which the corporation shall have authority to issue is 50,000 shares of common stock with no par value per share, and all shares when issued, shall be fully paid and nonassessable and the private property of shareholders shall not be liable for corporate debts.

2. The shares of the corporation are not to be divided into classes, and are not to be issued in series.

3. The corporation shall have the right by appropriate action to impose restrictions upon the transfer of any of its common stock, or any interest therein, from time to time issued, provided that such restrictions as may from time to time be imposed or notice of the substance thereof shall be set forth upon the face or the back of the certificates representing such shares of common stock.

4. No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants, or options to purchase stock or for script, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

5. The cumulative system of voting for directors shall not be allowed.

ARTICLE V

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the

corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or person or officer shall be judged in any action, suit or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders or otherwise.

ARTICLE VI

No contract or other transaction of the corporation with any other person, firm, partnership, corporation, trust, joint venture, syndicate, or other entity or in which this corporation is interested shall be affected or invalidated by reason of (a) the fact that any one or more of the directors or officers of this corporation is pecuniarily or otherwise interested in or is a director, officer, shareholder, employee, fiduciary or member of such other entity; or (b) the fact that any director or officer, individually or jointly with others, may be a party to or may be interested in any such contract or other transaction of the corporation. Such person who may become a director or officer of the corporation is hereby relieved from any and all liability that might otherwise accrue by reason of his contracting with the corporation for the benefit of himself or



any firm or corporation in which he may be in any way interested.

ARTICLE VII

The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to or interest in, such shares or rights deriving from such shares, on the part of any other person including but without limiting the generally hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the corporation shall not be entitled: to receive notice of the meetings of the shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee or transferee has become the registered holder of such shares.

ARTICLE VIII

In addition to the other powers now or hereafter conferred upon the Board of Directors by these Articles of Incorporation, the Bylaws of the corporation, or by the laws of the State of Colorado, the Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of the stated capital or the capital surplus of the corporation, a portion of the corporate assets, in cash or in kind; subject however, to the limitations contained in the Colorado Corporation Code.

ARTICLE IX

The address of the initial registered office of the corporation is 225 Canyon Blvd.,
Boulder, CO 80302.

ARTICLE X

The name of the initial registered agent is Craig N. Blockwick.

ARTICLE XI

The initial Board of Directors shall consist of one member and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successors be elected or qualified is:

Michael Markel	5723 Arapahoe Ave., Unit 2A Boulder, CO 80303
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The number of directors shall be fixed in accordance with the bylaws. So long as the number of directors shall be less than three, no shares of this Corporation may be issued and held of record by more shareholders than there are directors. Any shares issued in violation of this paragraph shall be null and void. This provision shall also constitute a restriction on the transfer of shares and a legend shall be conspicuously placed on each certificate which prevents transfer of the shares to more shareholders than there are directors.

The name and address of the incorporator of the corporation is as follows:

Craig N. Blockwick	225 Canyon Blvd. Boulder, CO 80302
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IN WITNESS WHEREOF, I, Craig N. Blockwick, being the registered agent designated in Article X of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation this 17th day of October, 2001.



Craig N. Blockwick, Registered Agent

STATE OF COLORADO)
) SS.
COUNTY OF BOULDER)

I, Claudia E. Hodges, a Notary Public, hereby certify that Craig N. Blockwick, known to me to be the person whose name is subscribed to the annexed and foregoing Articles of Incorporation, appeared before me this day in person and being by me first duly sworn, acknowledged and declared that he signed said Articles of Incorporation as his free and voluntary act and deed for the uses and purposes therein set forth and that the statements therein contained are true.

WITNESS my hand and official seal this 17th day of October, 2001.

My commission expires: 6-5-03



