

**FILED EFFECTIVE**

**ARTICLES OF AMENDMENT**

**OF**

**WINCO HOLDINGS, INC.**

08 MAR 27 PM 1:41

SECRETARY OF STATE  
STATE OF IDAHO

Pursuant to the provisions of Section 30-1-1006 of the Idaho Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

**FIRST:** Section 5.1 of the Corporation's Second Amended and Restated Articles of Incorporation is amended by replacing the entire Section 5.1 with the following:

**5.1 Common Stock.** The Corporation is authorized to issue only one class of shares of stock, which shall be designated "Common Stock"; and the total number of shares that the Corporation is authorized to issue is three hundred twenty million (320,000,000), none of which shall have a par value.

**SECOND:** The date the amendment was adopted by the shareholders of the Corporation was the 12th day of March, 2008, and the amendment was adopted in the manner prescribed by the Idaho Business Corporation Act.

**THIRD:** The number of shares of the Corporation authorized at the time of the adoption of the amendment was eighty million (80,000,000) shares, with the number of shares outstanding and entitled to vote on such amendment being eighteen million seven hundred ninety-nine thousand and ninety-six (18,799,096) shares, all of one class.

**FOURTH:** The number of shares voted for such amendment was eighteen million eight seven hundred ninety-nine thousand and ninety-six (18,799,096) and the

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IDAHO SECRETARY OF STATE  
03/27/2008 05:00  
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1 @ 20.00 = 20.00 EXPEDITE C # 3

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number of shares voted against such amendment was 0, which was a sufficient number of shares for approval of the amendment.

In witness whereof, I have subscribed these Articles of Amendment this 12th day of March, 2008.

WINCO HOLDINGS, INC.

By Steven L. Goddard  
Steven L. Goddard  
President

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