



Department of State.

**CERTIFICATE OF AMENDMENT
OF**

WILMER & ASSOCIATES, INC.

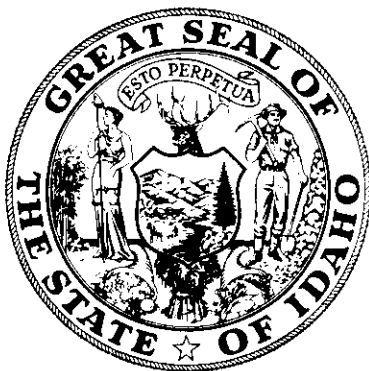
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

WILMER & ASSOCIATES, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated December 11, 19 81



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

RECEIVED

'81 DEC 11 AM 10 30

SECRETARY OF
STATE

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

LARRY ANDERSON AND MARK D. LURIE certify that:

1. That they are the president and the secretary, respectively, of WILMER & ASSOCIATES, INC., a Idaho Corporation.
2. Article V of these Articles of Incorporation of WILMER & ASSOCIATES, INC., is amended to read in full as follows:

ARTICLE V

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number two. In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

Five-sixths (5/6) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. A minimum of two (2) shareholders must be present in order to form a quorum.

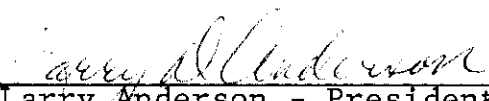
The initial bylaws shall be adopted by the board of directors.


The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a five-sixths (5/6) vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

The Articles of Incorporation of this corporation may be amended by a five-sixths (5/6) vote at any annual or special meeting of the stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than ten (10) percent of all the shares entitled to vote at such meeting.

3. This amendment to the Articles of Incorporation was duly approved by a unanimous vote in favor of this amendment to the Articles of Incorporation by the board of directors and all shareholders, on this 6th day of November, 1981.

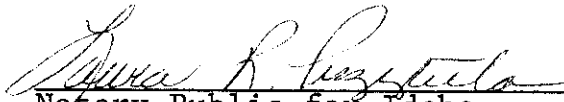
4. The total number of shares which voted in favor of this amendment of the Articles of Incorporation was SIX THOUSAND (6,000). The vote in favor was unanimous. The total number of shares outstanding is SIX THOUSAND (6,000) and the total number of shares which voted was SIX THOUSAND (6,000).


Larry Anderson - President


Mark D. Lurie - Secretary

STATE OF IDAHO)
) ss.
COUNTY OF ADA)

I, LAURA R. RYDSTEDT, a Notary Public,
do hereby certify that on this 6th day of November, 1981, personally
appeared before me Mark D. Lurie, who, being by me first duly sworn,
delcared that he is the Secretary of Wilmer & Associates, Inc., that
he signed the foregoing document as Secretary of the corporation,
and that the statements therein contained are true.



Notary Public for Idaho
Residing at Boise, Idaho
My Commission Expires: Perpetual

Seal _____