

FILED

**ARTICLE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GRAND TETON MOTORS, INC.**

99 AUG -9 AM 9: 01

STATE OF IDAHO

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Grand Teton Motors, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the shareholders of the Corporation on the 2nd day of June, 1999, in the manner prescribed by the Idaho Business Corporation Act. The Eighth Article of the Corporation Articles of Incorporation is amended to read as follows:

EIGHTH

That the management of this Corporation shall be vested in a Board consisting of one (1) director. The Director shall be elected at the annual meeting of the shareholders to be held at the general office of the Corporation in Driggs, Teton County, Idaho, on a day and at the time to be specified in the By-Laws; and until the next Directors election, the Director of the Corporation shall be Stephanie Estay.

THIRD: The number of shares of the Corporation outstanding at the time of such adoption was ninety-eight thousand three hundred twenty-seven (98,327) and the number of shares entitled to vote thereon was ninety-eight thousand three hundred twenty-seven (98,327). The total number of shares represented at the Shareholders Meeting held on June 2, 1999, was ninety-seven thousand eight hundred seventy-seven (97,877).

FOURTH: No outstanding shares have been issued by class, so there was no class voting on the amendment.

FIFTH: The number of shares voting for such Amendment was seventy-two thousand five hundred eighty-four (72,584); and the number of shares which did not vote either for or against such amendment was four hundred fifty (450) and the number of shares voting against such amendment was twenty-five thousand two hundred

IDAHO SECRETARY OF STATE
99/09/11/099 (159)000
CR: 1426 CI: 2367 BI: 248409

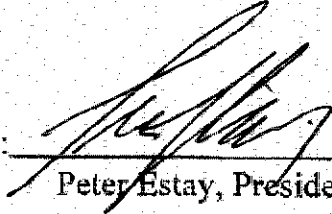
SIXTH: The original Articles of Incorporation, as previously amended, are confirmed in all other respects.

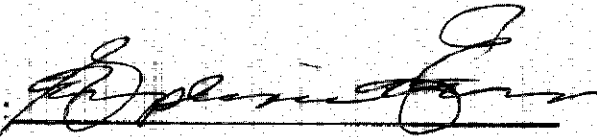
1 8 30 09 = 30 09 AMEND PAGE 3

C 32112

Dated this 17 day of June, 1999.

GRAND TETON MOTORS, INC.

By: 
Peter Estay, President


By: 
Stephanie Estay, Secretary

STATE OF IDAHO)
)ss.
County of Bonneville)

On the 17th day of June, 1999, before me, the undersigned, a notary public in and for said State, personally appeared Peter Estay, known or identified to me to be the President of Grand Teton Motors, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)


Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12-31-02

STATE OF IDAHO)
)ss.
County of Bonneville)

On the 17th day of June, 1999, before me, the undersigned, a notary public in and for said State, personally appeared Stephanie Estay, known or identified to me to be the Secretary of Grand Teton Motors, Inc., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

(seal)

Rennie G. Crofts
Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 12-31-02

G:\WPDATA\CAI\990730\RT0616.AMD.jhr