

**ARTICLES OF AMENDMENT OF
THE LIGHTHOUSE GROUP, INC.**

Pursuant to the provisions of Section 30-1-1001, et seq. of the Idaho Business Corporation Act, the undersigned adopt the following Articles of Amendment to the Articles of Incorporation:

FIRST: The name of the corporation is The Lighthouse Group, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the directors and shareholders of the corporation at special meetings of the shareholders held on December 21, 1998:

Article IV of the Articles of the Incorporation of The Lighthouse Group, Inc. was amended to read in its entirety as follows:

ARTICLE IV.

This corporation shall have the authority to issue one (1) class of shares of stock to be designated "common" stock. The aggregate number of shares that the corporation is authorized to issue is one hundred thousand (100,000) shares which shall have a par value of One Dollar (\$1.00) per share.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was one hundred (100); and the number of shares entitled to vote was one hundred (100).

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS (inapplicable)
NUMBER OF SHARES (inapplicable)

FIFTH: The number of shares voted for the amendment to Article IV was one hundred (100); and the number of shares voted against such amendment was zero (0).

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, as follows:

CLASS (inapplicable)
NUMBER OF SHARES (inapplicable)

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of shares provided for in the amendment shall be affected, is as follows:

IDAHO SECRETARY OF STATE

12/31/1998 09:00
EX: 7449 CT: 21913 IN: 17431
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FILED

DEC 31 AM 10:54
IDAHO SECRETARY OF STATE

follows:

(No change)

EIGHTH: The manner in which such amendment offered to change in the amount of stated capital and the amount of stated capital as changed by such amendment are as follows:

The amendment to Article IV increased the amount of stated capital by \$99,900 (from \$100 to \$100,000).

DATED this 21st day of December, 1998.

THE LIGHTHOUSE GROUP, INC.

BY:

Cliff Mort
Cliff Mort, President

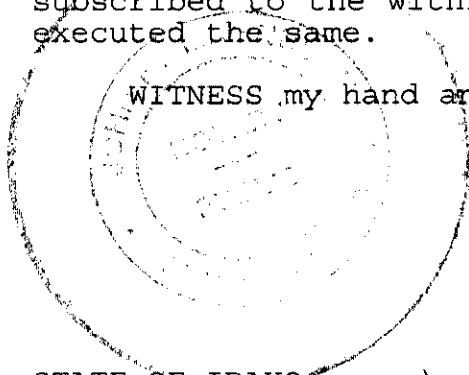
BY:

Tom Johnson
Tom Johnson, Acting Secretary

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 21st day of December, 1998, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared Cliff Mort, known or identified to me to be the president of The Lighthouse Group, Inc., the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.



John Magn
Notary Public in and for the
State of Idaho
Residing at: Coeur d'Alene
My commission expires: 7/31/2002

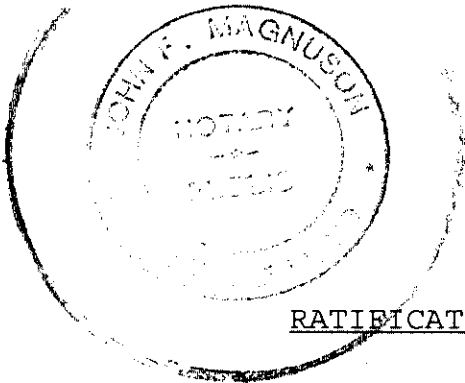
STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 21st day of December, 1998, before me, the undersigned, a Notary Public in and for the said State and County,

ARTICLES OF AMENDMENT -- PAGE 2

personally appeared Tom Johnson, known or identified to me to be the acting secretary of The Lighthouse Group, Inc., the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.



John F. Magnuson

Notary Public in and for the
State of Idaho.

Residing at: Coeur d'Alene

My commission expires: 7/31/2002

RATIFICATION BY SHAREHOLDERS

The undersigned, constituting the owners of all one hundred (100) outstanding shares authorized by the Articles of Incorporation filed October 22, 1997, hereby consent to, and adopt, the Articles of Amendment previously set forth.

Clifford E. Mort
Cliff Mort

Tom Johnson
Tom Johnson

RATIFICATION BY DIRECTORS

The undersigned, constituting all of the directors of The Lighthouse Group, Inc., hereby give notice of their adoption of, and consent to, the Articles of Amendment previously set forth.


Clifford E. Mort
Cliff Mort

Tom Johnson
Tom Johnson

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 21st day of December, 1998, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared Cliff Mort, known or identified to me to be the president of The Lighthouse Group, Inc., the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

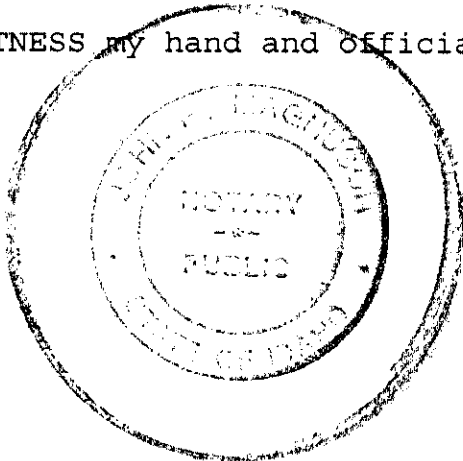
WITNESS my hand and official seal.



Notary Public in and for the
State of Idaho.
Residing at: Coeur d'Alene
My commission expires: 7/31/2002

STATE OF IDAHO)
) ss.
COUNTY OF KOOTENAI)

On this 21st day of December, 1998, before me, the undersigned, a Notary Public in and for the said State and County, personally appeared Tom Johnson, known or identified to me to be the acting secretary of The Lighthouse Group, Inc., the person whose name is subscribed to the within instrument and who acknowledged that he executed the same.

WITNESS my hand and official seal.




Notary Public in and for the
State of Idaho.
Residing at: Coeur d'Alene
My commission expires: 7/31/2002