

FILED/EFFECTIVE

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
NESMITH BROS. TOWING, INC.**

JUN 27 3 27 PM '01

SECRETARY OF STATE
STATE OF IDAHO

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

**ARTICLE I
NAME**

The name of the corporation is Nesmith Bros. Towing, Inc. ("Corporation").

**ARTICLE II
AMENDMENTS ADOPTED**

The following amendments to the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the Idaho Business Corporation Act:

RESOLVED that **ARTICLE IV** of the Articles of Incorporation of the Corporation be amended to read in full as follows:

**ARTICLE IV
SHARES**

The class, aggregate number and par value per share of the shares that the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value</u>
Common	1,200	100 28/2001 09:00 CK: 11456 CT: 14917 BH: 485459 1 @ 30.00 = 30.00 AMEND PROF # 2

ARTICLE III
DATE OF MEETING FOR ADOPTION

The date of the meeting of the Shareholders at which the amendment was adopted was June 1, 2001.

ARTICLE IV
NUMBER OF SHARES OUTSTANDING AND
NUMBER OF SHARES ENTITLED TO VOTE

The number of shares outstanding and the number of shares entitled to vote on the amendments is as follows:

<u>OUTSTANDING SHARES</u>	<u>SHARES ENTITLED TO VOTE</u>
1,000	1,000

ARTICLE IV
VOTE ON AMENDMENTS

The number of Shares voting for the amendment was 1,000 and the number of Shares voting against the amendment was zero (0). The amendment was adopted by a majority of the votes which Shareholders present at the meeting in person or by proxy were entitled to cast.

Dated: June 25, 2001

NESMITH BROS. TOWING, INC.

By:

President John Nesmith

By:

Secretary Steve Fathke