

State of Idaho

Department of State

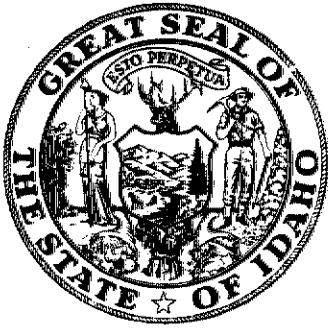
CERTIFICATE OF AMENDMENT OF

SHAW CATTLE CO., INC.
File Number C 85573

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 SHAW CATTLE CO., INC. duly executed 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 31, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By Tonya Herold

ARTICLES OF AMENDMENT

Dec 31 3:59 PM '96

OF
SHAW CATTLE CO., INC. Dec 26 3:09 PM '96

SECRETARY OF STATE
STATE OF IDAHO

Greg L. Shaw and Cleo M. Shaw certify that:

SECRETARY OF STATE
STATE OF IDAHO

1. They are the President and Secretary respectively of Shaw Cattle Co., Inc.

2. The articles of incorporation of said corporation are amended to read as follows:

VI.

Authorized Capital Stock

The aggregate number of shares which the corporation shall issue shall be 1,000,000 each with no par value, 250,000 shares shall be voting and 750,000 shares shall be non-voting, which said shares shall be common stock, and shall not be subject to assessment. Both voting and non-voting shall have identical rights, and neither voting or non-voting shall have any preferences or special rights with regard to dividends or upon liquidation of the corporation.

3. The foregoing amendment of the articles of incorporation has been duly approved by the shareholders and the board of directors of the corporation.

4. Prior to this amendment, the corporation was authorized to issue 1,000,000 shares at \$1.00 par value common stock. Ten thousand (10,000) shares were issued and outstanding, thus the stated capital was \$10,000. As a result of this amendment and restatement, the corporation is authorized to issue 1,000,000 shares of common stock with no par value per share.

Dated: November 25, 1996.

SHAW CATTLE CO., INC.,
an Idaho corporation

* Greg & Cleo Shaw are the sole shareholders of Shaw Cattle Co., Inc. A meeting of the shareholders was held on 11/25/96, to approve the above Articles of Amendment.

Greg L. Shaw
Greg L. Shaw, President *

Cleo Shaw IDAHO SECRETARY OF STATE
Cleo M. Shaw, Secretary DATE 12/26/1996 0900 * 50087

ARTICLES OF AMENDMENT - 1

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AMEND PROF
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