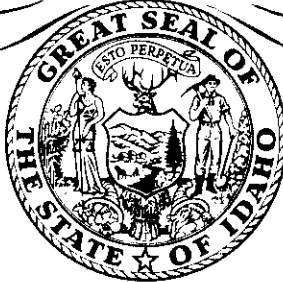


State of Idaho



Department of State.

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

PETE T. CERAMUSA
I, ~~ARNOLD WILLIAMS~~, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the

MEZPERCE RAILROAD COMPANY

a corporation organized and existing under and by virtue of the laws of the State of Idaho, filed in this office on the **Twenty-eighth** day of **June** 19**68**, original articles of amendment, as provided by Section **30-146, 30-147 and 30-148, Idaho Code, amending Article VII changing number of shares to 5,000 @ \$10.00 each, not changing total authorized and Article XIV, re: qualification of directors,**

and that the said articles of amendment contain the statement of facts required by law, ^{will be} ~~are~~ recorded on ~~Form No.~~ **microfilm** of Record of Domestic Corporations of the State of Idaho.

I THEREFORE FURTHER CERTIFY, That the Articles of Incorporation have been amended accordingly.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **28th** day of **June**, A. D., 19 **68**.

Secretary of State

ARTICLES OF AMENDMENT

It is hereby certified by the undersigned, President and Secretary, respectively, of NEZPERCE RAILROAD COMPANY, that a Special Meeting of the Directors and Shareholders of the Corporation was held at 725 Lincoln Building, Spokane, Washington, 99201, on the 14th day of February, 1968, pursuant to a Written Waiver of Notice and Consent to the holding thereof, and the following Amendments to the Articles of Incorporation was adopted by unanimous vote of all the outstanding shares of the Corporation entitled to vote upon such:


RESOLVED: by the Shareholders of NEZPERCE RAILROAD COMPANY, that Article VII of the Articles of Incorporation of said Company providing that the capital stock shall be divided into fifty (50) shares, of par value of One Thousand (\$1,000) Dollars each, be amended to provide that the capital stock of said Company shall be divided into 5,000 shares, of par value of Ten (\$10) Dollars each.

RESOLVED: that the officers of NEZPERCE RAILROAD COMPANY be authorized to take the necessary steps to perfect the above Amendment of the Articles of Incorporation;

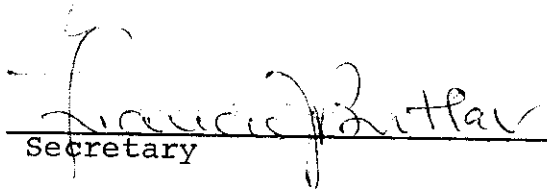
BE IT FURTHER RESOLVED: that the officers of this Company be authorized to carry out the exchange of stock certificates so that the present stockholders will be issued one hundred (100) shares of stock with par value of Ten Dollars (\$10) each upon surrendering to the corporation and cancellation thereof of each share of stock currently held with par value of One Thousand (\$1,000) Dollars.

RESOLVED FURTHER: that Article XIV of the Articles of Incorporation of NEZPERCE RAILROAD COMPANY, presently providing that at least one members of the Board of Directors shall be a resident of the State of Idaho, shall be amended to provide that there shall be no qualifications necessary to the

residence of any Director serving on the
Company's Board of Directors.

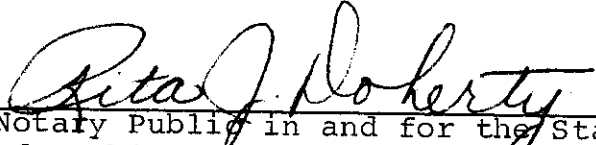


President



Secretary

Subscribed and Sworn to before me this 14th day of February,
1968.



Notary Public in and for the State
of Washington, residing at Spokane