

FILED/EFFECTIVE
2002 AUG 16 AM 8:48
STATE OF IDAHO

AMENDMENT TO ARTICLES OF INCORPORATION
OF
THEISEN MOTORS, INC.

WHEREAS, THEISEN MOTORS, INC. was organized under and by virtue of the laws of the State of Idaho on the 20th day of July, 1953; and

WHEREAS, on the 12th day of August, 2002, a special combined meeting of all of the Board of Directors and all of the Stockholders of THEISEN MOTORS, INC., a corporation duly organized and existing under and by virtue of the laws of the State of Idaho, at 10:00 o'clock a.m. in the City of Twin Falls, State of Idaho. At said meeting, a resolution was regularly proposed, voted upon, and adopted by the unanimous vote of all said Directors and Stockholders, amending the Articles of Incorporation of said corporation and that the following is a full, true and correct copy of the resolution of the Directors and Stockholders amending the Articles of Incorporation:

BE IT RESOLVED that Article IV of the Articles of Incorporation of THEISEN MOTORS, INC., which presently reads: "That the term for which this corporation shall exist shall be the period of fifty (50) years," shall be amended to read: "That the period of this corporation's duration is perpetual."

BE IT FURTHER RESOLVED that Article V of the Articles of Incorporation of THEISEN MOTORS, INC., which presently reads: "That the amount of the authorized stock of said corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of common stock at the par value of One Hundred Dollars (\$100.00) each," shall be amended to read: "The amount of

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the authorized stock of said corporation shall be Five Hundred (500) shares of stock without par."

The officers of the Corporation, and each of them, were present at the meeting, and have acknowledged the adoption of the same on the 12th day of August, 2002.

That said resolution of the Board of Directors and Stockholders was approved on the 12th day of August, 2002, by the written consent of Gregg Middlekauff and Sallee Middlekauff, the holders of all the shares of said corporation entitled to vote at the time said consent was given. The following is a full, true and correct copy of said consent of said Stockholders to the Amendment of the Articles of Incorporation.

We, the undersigned, holding all of the shares of the stock of THEISEN MOTORS, INC., entitled to vote, hereby and by these presents do consent to, confirm, and ratify the Amendment of the Articles of Incorporation made at the combined meeting of the Board of Directors and Stockholders of said corporation held on the 12th day of August, 2002, at 10:00 am., which amendment is as follows:

BE IT RESOLVED that Article IV of the Articles of Incorporation of THEISEN MOTORS, INC., which presently reads: "That the term for which this corporation shall exist shall be the period of fifty (50) years," shall be amended to read:

"ARTICLE IV


That the period of this corporation's duration is perpetual."

BE IT FURTHER RESOLVED that Article V of the Articles of Incorporation of THEISEN MOTORS, INC., which presently reads: "That the amount of the authorized stock of said corporation shall be Fifty Thousand (\$50,000.00) Dollars, divided into Five Hundred (500) shares of common stock at the par value of One Hundred Dollars (\$100.00) each," shall be amended to read:

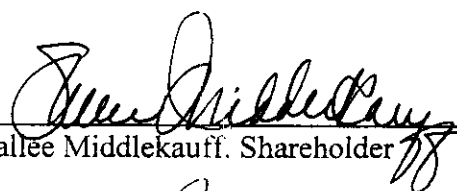
"ARTICLE V

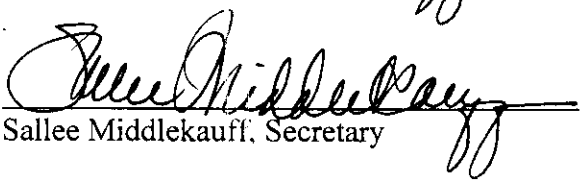
The amount of the authorized stock of said corporation shall be Five Hundred (500) shares of stock without par."

IN WITNESS WHEREOF, We have hereunto set our hands and affixed the seal of the Corporation this 12 day of August, 2002.


Gregg Middlekauff, Shareholder


Gregg Middlekauff, President


Sallee Middlekauff, Shareholder

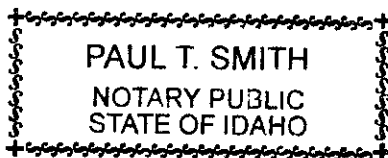

Sallee Middlekauff, Secretary

STATE OF IDAHO)

County of Twin Falls)

On this 12 day of August, 2002, before me, the undersigned Notary Public in and for said County and State, personally appeared GREGG MIDDLEKAUFF and SALLEE MIDDLEKAUFF, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged to me that they executed the same.

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




NOTARY PUBLIC FOR IDAHO

Residing at: Twin Falls

Commission Expires: 2007