

Articles of Amendment

FILED EFFECTIVE

2002 AUG -5 AMDO

1. The name of the corporation is: Perma-Rail International, Inc.

2. The text of each amendment is as follows:

Article IV

The corporation shall have the authority to issue a total of ten thousand (10,000) shares of capital stock. Each share shall be common stock, having no par value. All shares of capital stock shall be fully paid stock and not liable to any call or assessment.

Article VII

The Directors constituting the Board of Directors are:

Neil Clifford	1060 Center Avenue, Idaho Falls, Idaho 83402
Blair Sautter	1060 Center Avenue, Idaho Falls, Idaho 83402
Dale Hepworth	1060 Center Avenue, Idaho Falls, Idaho 83402
Larry Stucki	1060 Center Avenue, Idaho Falls, Idaho 83402

The officers are:

Neil Clifford	President
Blair Sautter	Chief Financial Officer and Secretary
Dale Hepworth	Vice President
Larry Stucki	Vice President

3. The date of adoption of the amendment(s) was: July 1, 2002

4. Manner of adoption (check one):

The amendment consists exclusively of matters which do not require shareholder action pursuant to section 30-1-1002, Idaho Code, and was, therefore, adopted by the board of directors.

None of the corporation's shares have been issued and was, therefore, adopted by the incorporator board of directors.

The number of shares outstanding and entitled to vote was: Ten Thousand (10,000)

The number of shares cast for and against each amendment was:

<u>Amended Article</u>	<u>Shares for</u>	<u>Shares Against</u>
4	10,000	0
7	10,000	0

Dated: 30 July 2002

Signed: Blair Sautter

Typed Name: Blair Sautter

Capacity: Chief Financial Officer and Secretary

IDAHO SECRETARY OF STATE
08/06/2002 05:00
CK: 10822 CT: 142617 BH: 481026
1 @ 30.00 = 30.00 AMEND PROF # 2

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