

State of Idaho

Department of State.

CERTIFICATE OF AMENDMENT OF

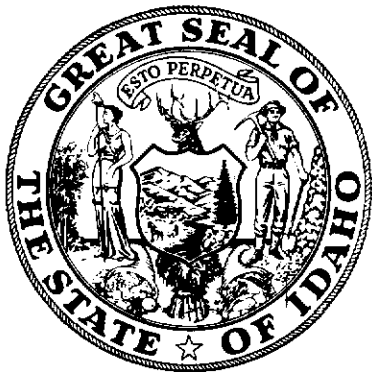
INLAND MERCHANTS ASSOCIATION, INC.

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 INLAND MERCHANTS ASSOCIATION, INC.

duly signed and verified 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 September 13, 19 85.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

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SEC. OF STATE

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RESOLUTION AND AMENDMENT OF ARTICLES OF INCORPORATION
OF INLAND MERCHANTS ASSOCIATION, INC.

WHEREAS the Corporation has been purchased by two buyers, Curtis J. Parsons & Mary D. Parsons, who under the Contract of Sale dated 28 December 1984 are given the right to vote the stock of the Corporation on all corporate questions. The Buyers, who for convenience, are referred to as the "shareholders", wish to simplify control of the Corporation; and

WHEREAS under current Idaho corporation law, Idaho Code 30-1-35, the shareholders can control the Corporation without a Board of Directors,

The shareholders, Curtis J. Parsons and Mary D. Parsons, who have the right to vote all the outstanding shares of the Corporation, submit the following resolution to be enacted by their written consent pursuant to the power of the shareholders to amend the Articles of Incorporation by written consent under Idaho Code 30-1-59.

BE IT RESOLVED that the Articles of Incorporation be amended to incorporate the following changes:

Every power given by the Articles of Incorporation to the Board of Directors shall be held by the shareholders and the Board of Directors shall be abolished. Decisions shall be made by the shareholders having the right to vote a majority of the outstanding voting shares of the Corporation.

BE IT FURTHER RESOLVED that these changes be made in the applicable portions of the Articles of Incorporation only in the following manner:

ARTICLE II

The phrase "shareholders" shall be substituted for the phrase "Board of Directors" wherever "Board of Directors" appears, including (5)(C) and (H).

ARTICLE IV

The principal office and place of business of this corporation shall be at 205 S. Washington, Moscow, in the County of Latah, State of Idaho, but the corporation office address may be changed by the shareholders and branch offices or places of business may be located or established by the corporation at such other places within or without the State of Idaho, as the shareholders may decide upon, and meetings of the shareholders may be held at any such branch office or places of business of the corporation and the business of the corporation transacted there.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders. Decisions shall be made by the shareholders having the right to

vote a majority of the outstanding voting shares of the Corporation. The time and place of meetings, the powers of shareholders, and their duties shall be such as are prescribed by the bylaws of this Corporation.

Any action which must be taken at a meeting of the shareholders of the Corporation, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote. Such a consent shall have the same effect as the unanimous vote of the shareholders.

ARTICLE VIII

The officers of this Corporation shall consist of a president, secretary, and treasurer and such officers as the shareholders of the Corporation shall deem necessary. Any two or more offices may be held by the same person except the offices of president and secretary. All officers shall be elected by the shareholders and hold office during the pleasure of the shareholders. Each of the officers shall have such powers as may be conferred upon him or her by the bylaws of the Corporation.

ARTICLE IX


The shareholders of this Corporation shall have the power to

adopt all bylaws and to modify or amend the bylaws

DATED: this 2nd day of January, 1985.



CURTIS J. PARSONS



MARY D. PARSONS
Shareholders of
Inland Merchants Association, Inc.


STATE OF IDAHO)
) ss.
County of Latah)

CURTIS J. PARSONS and MARY D. PARSONS, being first duly sworn on oath, depose:

1. That they are the sole shareholders of Inland Merchants Association, Inc.;

2. That they have read the above amendments to said corporation's Articles of Incorporation;

3. That the amendments made in the above documents are true and correct and that changes are made only in those numbered paragraphs amended above; all provisions in the original Articles of Incorporation other than those which have been replaced with paragraphs of the same number above remain in effect.

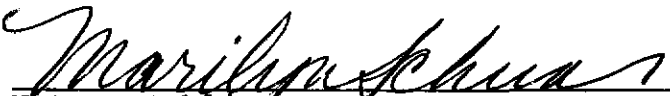


CURTIS J. PARSONS



MARY D. PARSONS

SUBSCRIBED AND SWORN TO BEFORE ME this 6 day of September 1985 at Moscow, Idaho, by CURTIS J. PARSONS and MARY D. PARSONS.



Notary Public
Residing at Moscow