

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

AGRODYNE, INC.

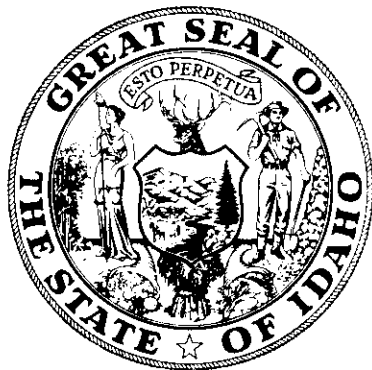
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

AGRODYNE, 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 July 28, 19 80



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
AGRODYNE, INC.

SECRETARY OF
STATE

Pursuant to the provisions of the Idaho Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST

The name of the corporation is AGRODYNE, INC.

SECOND

The following amendments to the Articles of Incorporation were adopted by the incorporator of said corporation on the 3rd day of July, 1980, in the manner prescribed by the Idaho Business Corporation Act. The entire Articles of Incorporation of AGRODYNE, INC. are repealed and completely amended to be as follows:

ARTICLES OF INCORPORATION
OF
AGRODYNE, INC.

The undersigned, acting as incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is AGRODYNE, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose of said corporation is to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is Sixty Thousand (60,000) shares with a par value of One Dollar (\$1.00) per share for an aggregate par value of Sixty Thousand Dollars (\$60,000.00). The shares shall be divided into Fifty Thousand (50,000) shares of voting common stock and Ten Thousand (10,000) shares of nonvoting, noncumulative preferred stock.

The holders of preferred stock shall receive in each fiscal year, out of the surplus or net profits of the corporation declared as dividend by the board of directors, noncumulative dividends equal to 5% of the par value of the outstanding preferred shares before any dividends are paid in such year upon the common shares, and in addition, after the common shares shall have received in any such year, out of the surplus or net profits of the corporation declared as dividends by the board of directors, dividends equal to 5% of the par value of the outstanding common shares, the remainder of the earnings declared as dividends shall be participated by preferred and common shares without distinction as to class. No dividends shall be paid,

declared, or set apart for payment on the common stock of the corporation, in any fiscal year, unless the full dividend on the preferred stock for such year shall have been paid or provided for. However, if the board of directors in the exercise of their discretion fail to declare dividends on the preferred stock in a particular fiscal year, the right of such stock to dividends for that year shall be lost even though there was available surplus or net profits out of which dividends might have been lawfully declared.

In the event of any liquidation, dissolution or winding up of the corporation, the holders of common stock and the holders of preferred stock shall participate equally per share in any distribution to shareholders without distinction between the classes.

Each voting common share shall have equal voting power and each voting common share shall entitle the holder to one (1) vote. Preferred shares shall have no voting power.

No shares shall be issued until the same are fully paid for, and when fully paid for the same shall be nonassessable. There shall be stated on each stock certificate in print the following: "The shares represented by this certificate are fully paid for and nonassessable."

ARTICLE V

The address of the initial registered office of the corporation is 330 Shoup Avenue, Suite 201, Idaho Falls, Idaho,

and the name of its initial registered agent at such address is Mr. James A. Ririe.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as such director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Mr. James A. Ririe
330 Shoup Avenue, Suite 201
Idaho Falls, Idaho 83401

ARTICLE VII

The name and address of each incorporator is:

Mr. James A. Ririe
330 Shoup Avenue, Suite 201
Idaho Falls, Idaho 83401

THIRD

The number of shares of the corporation issued at the time of such adoption was zero; the number of shares entitled to vote thereon was zero.

FOURTH

This amendment does not affect the amount of stated capital of the corporation.

DATED this 3rd day of July, 1980.

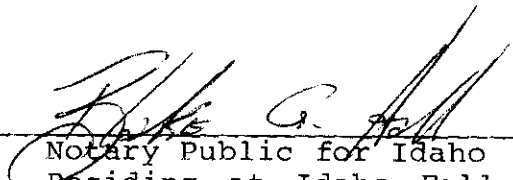
AGRODYNE, INC.

By: James A. Ririe
James A. Ririe - Incorporator

STATE OF IDAHO)
) ss.
County of Bonneville)

On this 3rd day of July, 1980, before me, the under-
signed, a Notary Public for Idaho, personally appeared JAMES A.
RIRIE, known to me to be the Incorporator of the corporation that
executed this instrument, and acknowledged to me that such
corporation executed the same.

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



Notary Public for Idaho
Residing at Idaho Falls, Idaho


(Seal)

STATE OF IDAHO)
) ss.
County of Bonneville)

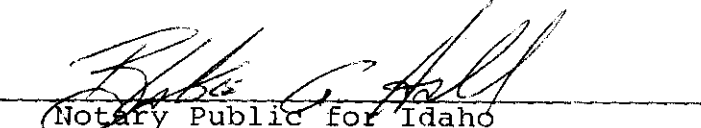
JAMES A. RIRIE, being first duly sworn, deposes and
says:

That he is the Incorporator of the corporation and makes
this verification for and on behalf of said corporation; that he
has read the above and foregoing Articles of Amendment to Art-
icles of Incorporation of Agrodyne, Inc., knows the contents

thereof and verily believes the allegations contained therein to be true.


James A. Ririe

SUBSCRIBED AND SWORN to before me this 3rd day of July,
1980.


Notary Public for Idaho
Residing at Idaho Falls, Idaho

(Seal)