



ARTICLES OF AMENDMENT (General Business)

FILED
SEP 22 9 46 AM '98

To the Secretary of State of the State of Idaho
Pursuant to Title 30, Chapter 1, Idaho Code, the undersigned
corporation amends its articles of incorporation as follows:

1. The name of the corporation is: RIVER CITY RESTAURANT, INC.

2. The text of each amendment is as follows:

The Articles of Incorporation of River City Restaurant, Inc. hereby are amended to add a new Article IX, as follows:

ARTICLE IX. RESTRICTION ON SALE OF ASSETS

The Corporation shall not sell all, substantially all, or a substantial part of the assets of the Corporation during such time as any Corporate Indebtedness (as defined in that certain Stock Sale and Purchase Agreement dated September 17, 1998 by and among the Corporation, its current shareholder and its former shareholder, a copy of which agreement is available from the Secretary of the Corporation) remains unpaid, including a dissolution of the Corporation, except the sale of food and beverages in the ordinary course of the Corporation's restaurant operations.

3. The date of adoption of the amendment(s) was: August 18, 1998

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 Sixty (60)

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

<u>Amended article</u>	<u>Shares for</u>	<u>Shares against</u>
Article IX	60	0

Customer Acct #:
(if using pre-paid account)

Secretary of State use only

Dated: 18 Aug 98
Signed by: [Signature]
Its President
(Capacity of signer)

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FOR DEPOSIT ONLY TO THE
IDAHOO STATE TREASURER'S ACCT
BY THE SECRETARY OF STATE

09/22/1998 09:00
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