

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HAHN SUPPLY, INC.**

FILED
97 DEC 18 AM 10:45
SECRETARY OF STATE
STATE OF IDAHO

Pursuant to the provisions of § 30-327, Idaho Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

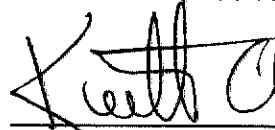
FIRST: The following amendment of the Articles of Incorporation was adopted by the members and directors of the corporation by unanimous written consent:

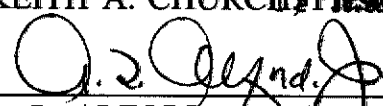
That Article V of the Articles of Incorporation of the Corporation, be, and is hereby amended by deleting Article V as now written and substituting in lieu thereof the following:

"Article V: Capital Stock: The maximum number of shares of stock of the Corporation that may be issued is Sixty Thousand (60,000), consisting of ten thousand (10,000) shares of voting common shares without par value and fifty thousand (50,000) shares of nonvoting common shares without par value. Each class of shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of directors of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval, except only as the laws of this state require voting rights be granted to such nonvoting shares."

SECOND: The amendment set forth above was adopted by a consent, in writing, signed by all members entitled to vote with respect thereto.

DATED this 17 day of December, 1997.



KEITH A. CHURCH, President


A. L. ALFORD, JR., Secretary

IDAHO SECRETARY OF STATE
12/18/1997 09:00
CN: 2000 CTE 00457 BH: 65049
12.00 AMEND PROF

C 45045

STATE OF I D A H O)
 : ss.
County of NEZ PERCE)

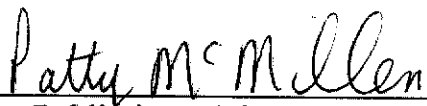
KEITH A. CHURCH, being first duly sworn on oath, deposes and says:

That he is the President of Hahn Supply, Inc.; that he has read the foregoing Articles of Amendment to Articles of Incorporation of Hahn Supply, Inc.; and well knows the contents thereof; that the facts therein stated are true as he verily believes.



KEITH A. CHURCH

SUBSCRIBED AND SWORN to before me this 17th day of December, 1997.



Notary Public in and for the State of Idaho
Residing at LEWISTON
My Commission Expires: 4-2-1998